

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, et. al., ¹)	Case No. 12-12020 (MG)
)	Jointly Administered
Debtors.)	
)	Objection Deadline: August 21, 2013

**THIRD INTERIM APPLICATION OF ALIXPARTNERS, LLP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Name of Applicant:	<u>AlixPartners, LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>August 10, 2012 <i>nunc pro tunc</i> to the petition date</u>
Period for which compensation and reimbursement are sought:	<u>January 1, 2013 through April 30, 2013</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>4,379,636.25 (100% of fees)</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$22,586.38</u>
Total hours billed:	<u>6,865.3</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings, II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002-LLC (4670); RFC-GSAP Servicer Advance, LLC (0289).

Average blended rate: \$537.40

<i>Prior Interim Fee Application</i>							
Date	Dkt #	Period	Total Fees (@100%)	Expenses		Fees Approved ²	Expenses Approved
10/19/12	1884	5/21/12- 8/31/12	\$2,205,724.75	\$34,011.46		\$1,930,510.29	\$33,693.47
03/14/13	3206	9/01/12- 12/31/12	\$3,973,550.00	\$41,862.83		\$3,576,195.00	\$41,862.83

This is a(n): ___ monthly X interim ___ final application

² These amounts reflect allowed fees, less a 10% holdback, less voluntary reductions in fees and expenses.

Residential Capital, LLC – Official Committee of Unsecured Creditors
Schedule 1 – Listing of Monthly Statements for Third Interim Application

Period		Fees	Expenses	TOTAL
January 1, 2013	to January 31, 2013	\$ 1,094,470.00	\$ 8,110.21	\$ 1,102,580.21
February 1, 2013	to February 28, 2013	1,090,792.00	9,633.73	1,100,425.73
March 1, 2013	to March 31, 2013	1,286,590.00	553.88	1,287,143.88
April 1, 2013	to April 30, 2013	907,784.25	4,288.56	912,072.81
Total Accrued		\$ 4,379,636.25	\$ 22,586.38	\$ 4,402,222.63

Note: Amounts above reflect voluntary reductions (subsequent to original monthly billing) for hours totaling 18.1 and for fees totaling \$9,037.50, related to billing related tasks and for certain transitory timekeepers where specialized skill sets were not needed.

Residential Capital, LLC – Official Committee of Unsecured Creditors
Schedule 2 – Compensation by Project Category

Project Code	Description	Hours	Amount
7351.00001	Engagement Planning	0.8	\$ 768.00
7351.00004	Current Financials	75.6	32,983.50
7351.00006	Cash Management	93.5	41,833.50
7351.00007	Employee Issues	142.3	77,107.50
7351.00008	Plan of Reorganization	47.4	36,688.50
7351.00010	Claims & Recoveries	638.4	344,671.00
7351.00011	Misc. Motions	24.1	14,479.50
7351.00012	Proposed Asset Sales	130.7	59,648.00
7351.00015	UCC Meetings	196.5	144,434.50
7351.00017	RMBS Settlement	22.7	15,490.50
7351.00018	Collateral Analysis	201.8	95,562.50
7351.00020	Forensic Investigation - General	931.0	542,727.00
7351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions	1,463.0	868,310.50
7351.00022	Forensic Investigation - Post Deconsolidation	621.0	331,786.50
7351.00023	Ediscovery Consulting	156.2	82,005.00
7351.00024	Ediscovery Processing & Hosting	-	690,194.50
7351.00025	Forensic Investigation-Interco. Operations, Shared Svs.	669.9	322,087.50
7351.00026	Forensic Investigation-June 2008 Restructuring	1,105.8	534,437.00
7351.00027	Wind Down Activity	224.9	110,476.50
7351.00090	Billing and Retention	21.5	9,215.00
7351.00091	Non-Working Travel (Billed at 50%)	98.2	24,729.75
Total Fees Incurred		6,865.3	\$ 4,379,636.25

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Debtors.

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**THIRD INTERIM APPLICATION OF ALIXPARTNERS, LLP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

Pursuant to sections 328 and 1103 of title 11 of the United States Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”), and Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “***Local Bankruptcy Rules***”), AlixPartners, LLP (“***AlixPartners***”), financial advisor to the Official Committee of Unsecured Creditors (the “***Committee***”) in the above-captioned chapter 11 matter, hereby files its third interim fee application (the “***Fee Application***”) for compensation for hours worked and services rendered and reimbursement for expenses incurred during the period of January 1, 2013 through April 30, 2013 (the “***Fee Period***”). Specifically, AlixPartners seeks approval of 4,379,636.25 (representing 100% of fees earned) and \$22,586.38 in expenses incurred during the Fee Period, for a total of \$4,402,222.63 payable. In support of its Fee Application, AlixPartners respectfully represents as follows:

Background

1. On May 14, 2012 (the “***Petition Date***”), each of the Debtors commenced cases (“***Chapter 11 Cases***”) under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On May 16, 2012, the Office of the United States Trustee for the Southern District of New York (the “***U.S. Trustee***”), pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases. The U.S. Trustee selected the following nine parties to serve as members of the Committee: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennan; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Company.

3. On August 10, 2012, the Court entered an Order Authorizing the Committee to Employ and Retain AlixPartners as their Financial Advisor *Nunc Pro Tunc* to May 21, 2012 (the “***Retention Order***”) (D.I. No. 1080) in accordance with the terms and conditions of AlixPartners’ Engagement Letter with the Committee (as referenced and defined in the Retention Order).

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Monthly Statements and Services Rendered

5. Pursuant to the Engagement Letter, as approved and amended by the terms of the Retention Order, AlixPartners is entitled to compensation for fees earned and reimbursement of expenses incurred in its role assisting the Committee during the pendency of the Debtors' Chapter 11 Cases.

6. This Fee Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York adopted by the Court on January 29, 2013 (the "***Local Guidelines***"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "***UST Guidelines***"), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] entered in these Chapter 11 Cases (the "***Interim Compensation Order***,"), and together with the Local Guidelines and the UST Guidelines, (the "***Guidelines***"). Pursuant to the Guidelines, a certification of Alan D. Holtz regarding compliance with the Guidelines is attached hereto as Exhibit C.

7. On or about October 19, 2012, AlixPartners submitted its first interim fee application seeking allowance of compensation for services rendered in the amount of \$2,205,724.75 and reimbursement of expenses in the amount of \$34,011.46 for the period from May 21, 2012 through August 31, 2012. These amounts reflect a voluntary reduction in fees of \$60,360.00 and a voluntary reduction in expenses of \$317.99 in response to an objection of the United States Trustee. This Court entered an order granting the first interim fee application on or about December 28, 2012 subject to the foregoing reductions (the "First Interim Fee Order"). This Court required that each professional continue to have held

back 10% of its fees sought in the first interim application. Upon entry of the First Interim Fee Order, an additional portion of the holdback was released, resulting in an outstanding payable balance of 10% of the fees sought in the first interim fee application.

8. On or about March 14, 2013, AlixPartners submitted its second interim fee application seeking allowance of compensation for services rendered in the amount of \$3,973,550.00 and reimbursement of expenses in the amount of \$41,862.83 for the period from September 1, 2012 through December 31, 2012. These amounts reflect a voluntary reduction in fees of \$32,526.00 and a voluntary reduction in expenses of \$244.77. This Court entered an order granting the second interim fee application on or about April 29, 2013 subject to the foregoing reductions (the “Second Interim Fee Order”). This Court required that each professional continue to have held back ten-percent (10%) of its total fees incurred to date.

9. Each of the monthly fee statements comprising the first interim fee application, the second interim fee application and this Fee Application are summarized below.

10. On or about August 27, 2012, AlixPartners submitted its first monthly statement seeking allowance of compensation for services rendered in the amount of \$216,004.25 and reimbursement of expenses in the amount of \$2,184.14 for the period from May 21, 2012 through May 31, 2012. AlixPartners received an initial payment from the Debtors of \$174,987.54 (representing 80% of fees and 100% of expenses originally invoiced). After entry of the First Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 7.

11. On or about August 27, 2012 AlixPartners submitted its second monthly statement seeking allowance of compensation for services rendered in the amount of \$635,127.50 and reimbursement of expenses in the amount of \$9,310.92 for the period from June 1, 2012 through June 30, 2012. AlixPartners received an initial payment from the Debtors of \$517,412.92 (representing 80% of fees and 100% of expenses originally invoiced). After entry of the First Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 7.

12. On or about September 12, 2012, AlixPartners submitted its third monthly statement seeking allowance of compensation for services rendered in the amount of \$707,379.50 and reimbursement of expenses in the amount of \$9,932.90 for the period from July 1, 2012 through July 31, 2012. AlixPartners received an initial payment from the Debtors of \$575,836.50 (representing 80% of fees and 100% of expenses originally invoiced). After entry of the First Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 7.

13. On or about October 9, 2012, AlixPartners submitted its fourth monthly statement seeking allowance of compensation for services rendered in the amount of \$647,213.50 and reimbursement of expenses in the amount of \$12,583.50 for the period from August 1, 2012 through August 31, 2012. AlixPartners received an initial payment from the Debtors of \$530,354.30 (representing 80% of fees and 100% of expenses originally invoiced). After entry of the First Interim Fee Order, AlixPartners also received a

subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 7.

14. On or about November 14, 2012, AlixPartners submitted its fifth monthly statement seeking allowance of compensation for services rendered in the amount of \$1,206,386.50 and reimbursement of expenses in the amount of \$13,126.31 for the period from September 1, 2012 through September 30, 2012. AlixPartners received payment from the Debtors totaling \$978,235.51 (representing 80% of fees and 100% of expenses initially invoiced). After entry of the Second Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 8.

15. On or about December 6, 2012, AlixPartners submitted its sixth monthly statement seeking allowance of compensation for services rendered in the amount of \$1,287,336.50 and reimbursement of expenses in the amount of \$9,999.57 for the period from October 1, 2012 through October 31, 2012. AlixPartners received payment from the Debtors totaling \$1,039,868.77 (representing 80% of fees and 100% of expenses initially invoiced). After entry of the Second Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 8.

16. On or about January 7, 2013, AlixPartners submitted its seventh monthly statement seeking allowance of compensation for services rendered in the amount of \$836,312.00 and reimbursement of expenses in the amount of \$11,023.73 for the period from November 1, 2012 through November 30, 2012. AlixPartners received payment from the Debtors totaling \$680,073.33 (representing 80% of fees and 100% of expenses initially

invoiced). After entry of the Second Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 8.

17. On or about January 23, 2013, AlixPartners submitted its eighth monthly statement seeking allowance of compensation for services rendered in the amount of \$676,041.00 and reimbursement of expenses in the amount of \$7,957.99 for the period from December 1, 2012 through December 31, 2012. AlixPartners received payment from the Debtors totaling \$548,790.79 (representing 80% of fees and 100% of expenses initially invoiced). After entry of the Second Interim Fee Order, AlixPartners also received a subsequent payment reflecting an additional 10% of fees, subject to the voluntary reductions discussed above in paragraph 8.

18. On or about March 18, 2013, AlixPartners submitted its ninth monthly statement seeking allowance of compensation for services rendered in the amount of \$1,094,470.00 and reimbursement of expenses in the amount of \$8,110.21 for the period from January 1, 2013 through January 31, 2013. AlixPartners received payment from the Debtors totaling \$883,686.21 (representing 80% of fees and 100% of expenses initially invoiced).

19. On or about March 31, 2013, AlixPartners submitted its tenth monthly statement seeking allowance of compensation for services rendered in the amount of \$1,092,843.50 and reimbursement of expenses in the amount of \$9,633.73 for the period from February 1, 2013 through February 28, 2013. AlixPartners received payment from the Debtors totaling \$883,908.53 (representing 80% of fees and 100% of expenses initially invoiced).

20. On or about May 14, 2013, AlixPartners submitted its eleventh monthly statement seeking allowance of compensation for services rendered in the amount of \$1,293,492.00 and reimbursement of expenses in the amount of \$553.88 for the period from March 1, 2013 through March 31, 2013. AlixPartners received payment from the Debtors totaling \$1,035,347.48 (representing 80% of fees and 100% of expenses initially invoiced).

21. On or about June 10, 2013, AlixPartners submitted its twelfth monthly statement seeking allowance of compensation for services rendered in the amount of \$907,868.25 and reimbursement of expenses in the amount of \$4,288.56 for the period from April 1, 2013 through April 30, 2013. AlixPartners received payment from the Debtors totaling \$730,583.16 (representing 80% of fees and 100% of expenses initially invoiced).

22. On February 15, 2013, AlixPartners filed its fourth supplemental declaration, with the prescribed ten day notice period, for increased billing rates for 2013. The Committee has received notice of and approved the rate increase.

23. All services for which compensation is requested by AlixPartners were performed for or on behalf of the Committee.

24. Except for payments from the Debtors as provided for in its Monthly Statements, first interim fee application and second interim fee application, AlixPartners has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is, and has been, no agreement or understanding

between AlixPartners and any other entities for the sharing of compensation to be received for services rendered in these cases.

25. During this Fee Period, AlixPartners provided complex and intricate services to the Committee.

26. Services provided to the Committee for the Fee Period more specifically included the following

Engagement Planning (project code: 7351-1 Totaling \$768.00)

- Preparation and discussion of go-forward workplans and staffing with Committee counsel and Committee Co-Chairs.

Current Financials (project code: 7351-4 Totaling \$32,983.50)

- Review and analysis of Monthly Operating Reports and breakout schedules.
- Discussion with Committee professionals and Debtors' financial advisors regarding post-sale reporting requirements.
- Preparation of post-sale performance updates for the Committee.
- Review of foreclosure review obligations of Debtors.
- Analysis and preparation of schedules related to foreclosure file review costs.
- Analysis of monthly expense budget variances.
- Preparation of analyses of interest rate costs of pre-petition debt.
- Review of reports regarding financials of entities in which the debtors' estates hold a substantial interest.

Cash Management (project code: 7351-6 Totaling \$41,833.50)

- Analysis of cash collateral allocations and post-petition cash flow projections.
- Participation in meetings with Committee professionals and Debtors' advisors to discuss cash forecast projections, variances and related issues.
- Analysis of liquidity within various collateral islands.
- Review of filed motions regarding use of cash collateral.

- Historical analysis of foreclosure review payments.
- Review and discussion of post-sale cost allocation proposals with Committee professionals and advisors.
- Review and analysis of cash flow variance reporting.
- Preparation of JSN interest paydown scenario schedules.
- Review of Debtors' JSN discovery report and related documents.

Employee Issues (project code: 7351-7 Totaling \$77,107.50)

- Review of executive compensation proposals, draft motions, and declaration.
- Analysis and presentation of executive compensation relative to historical levels.
- Communications with Committee professionals and advisors to discuss executive compensation plans and related issues.
- Analytical review of revised KEIP/ KERP amendment letters.
- Review of Debtors' annual incentive plan, related motion, and preparation of presentation to the Committee.
- Analysis of amendments to shared services agreements.
- Review and preparation of post-sale estate wind-down human capital plans.

Plan of Reorganization (project code: 7351-8 Totaling \$36,688.50)

- Review of relevant documents related to the plan of reorganization i.e. settlement term sheets, plan term sheets from Monoline/RMBS steering committee, legal memorandums from Committee counsel and disclosure statement.
- Participation in mediation sessions with Committee professionals, the Debtors, and Debtors' advisors.
- Participation in internal meetings telephonically and in person with Committee and advisors to discuss reorganization plan issues and strategy.
- Review of waterfall recovery scenarios prepared by Committee professionals as they relate to the plan of reorganization.

Claims & Recoveries (project code: 7351-10 Totaling \$344,671.00)

- Meetings and phone discussions with the Committee, Committee professionals and Debtors' advisors regarding claims, waterfall recovery scenarios and related issues.
- Review of debtor presentations and analysis of projected asset balances and asset sale proceeds.
- Preparation of JSN collateral roll-forward/recovery schedules and presentations to the Committee.
- Review of GSE cure claims analyses and related issues.
- Preparation of revisions to waterfall recovery calculations based on updated assumptions.
- Review of draft omnibus claims objection procedures motions.
- Review and analysis of proof of claims management process.
- Review of AFI proposals for collateral island expense allocation.
- Preparation of lease rejections and rejection damages calculations.

Misc. Motions (project code: 7351-11 Totaling \$14,479.50)

- Review of various motions and responses/objections to foreclosure review loss mitigation process, debtors' settlement, appointment of a mediator and appointment of CRO.
- Preparation of analyses and presentations related to these motions.
- Participation in phone discussions and meetings with the Committee and Debtors' advisors regarding these motions.
- Review of court dockets and case updates provided by Committee counsel related to miscellaneous motions.
- Review of assume or reject analysis for VA and SLAP loss mitigation programs.
- Review of inspector general's report on TARP investment in Ally.
- Review of FTT's analysis of fees and rollovers in support of their motion to change fee structure.

Proposed Asset Sales (project code: 7351-12 Totaling \$59,648.00)

- Participation in meetings with Committee and Debtors' advisors regarding sale process.
- Review of updated asset sale closing materials and related issues including cure claims, assumption of liabilities, purchase price adjustments and servicing transfer agreements.
- Preparation of revisions to asset sales analyses and present to Committee.
- Discussion with Committee counsel and financial advisors related to asset sale issues.
- Review of impact of delayed platform sale schedule from FTL.
- Review of schedules provided by Debtors related to loan modification solicitations.
- Review of various pricing calculations and funds flow materials.

Committee Meetings (project code: 7351-15 Totaling \$144,434.50)

- Participation in weekly meetings with Committee Co-Chairs and professionals, either telephonically or in person.
- Participation in weekly meetings with the Committee, either telephonically or in person
- Participation in phone discussions with creditors' professionals to prepare for Committee meetings.

RMBS Settlement (project code: 7351-17 Totaling \$15,490.50)

- Review of pleadings by Committee regarding objection to Debtor's motion pursuant to 9019 Motion.
- Review of Schipper expert report submitted by the Debtors related to disclosure of representation and warranty liability.
- Review of GAAP and SEC guidelines including targeted document review associated with the Debtors' disclosure of representation and warranty liability.
- Analysis of potential RMBS representation and warranty claims recovery.

- Discussions with Committee counsel related to RMBS issues including the Debtors' disclosure of representation and warranty liability.

Collateral Analysis (project code: 7351-18 Totaling \$95,562.50)

- Analysis of changes in historical collateral balances as provided by the Debtors.
- Review of various collateral estimates as provided by the Debtors and Debtors' professionals.
- Review of changes in asset value by loan facility collateral.
- Preparation of JSN collateral analysis presentations for the Committee.
- Analysis of Original Issue Discount as it relates to collateral.
- Preparation of updated supporting schedules related to asset pools for JSN lien motion.
- Analysis related to collateral value impact on waterfall calculation and recoveries
- Analysis of the historical trading prices of the Debtors' unsecured notes and junior secured bonds and related issues.
- Participation in meetings either in person or telephonically with Kramer Levin, Pachulski, Stang, Ziehl & Jones LLP, Debtors' advisors and Debtors regarding collateral issues.

Forensic Investigation – General (project code: 7351-20 Totaling \$542,727.00)

- Internal status updates and meetings with Committee counsel related to forensic investigation work plan progress and findings.
- Preparation of analyses of Debtors' historical financial operations.
- Analysis of related party capital contributions.
- Analysis of TARP requests and impact of funding.
- Preparation of equity and debt roll forward analyses.
- Participation in presentation by debtors' counsel regarding legal claims.
- Preparation of materials for Committee counsel for submission to the Examiner.
- Analysis of Debtors' historical tax transactions and disclosures.

Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMRP Transactions (project code: 7351-21 Totaling \$868,310.50)

- Perform balance sheet method of analysis of Debtor's solvency through 2007.
- Analysis of Debtors' publicly traded debt discount as it related to Debtors' solvency through 2007.
- Preparation of historical comparable company analysis as it related to market value method of Debtors' solvency through 2007.
- Analysis of historical representation and warranty liability as it related to Debtors' solvency through 2007.
- Review of expert reports to assess representation and warranty put-back calculations and fold-in calculations used for insolvency analysis through 2007.
- Review of Alvarez & Marsal prepared "All or Substantially All" analysis.
- Participation in meetings both telephonically and in person with Committee counsel related to solvency analysis, representation and warranty liability and related issues through 2007.
- Perform searches within new productions of ediscovery database in connection with analyses.

Forensic Investigation - Pre-petition Related Party Asset Sales (project code: 7351-22 Totaling \$331,786.50)

- Perform relativity searches within new productions of the ediscovery database related to the following pre-petition related party transactions: Resort Finance, Health Capital, ResMor Trust, Fortress Sale, Model Homes Sales, Excess Servicing Rights, European Platform Sale and GMAC Factoring Facility.
- Revisions to the aforementioned pre-petition related party transaction analyses based on additional findings.
- Review of legal analyses of the aforementioned related party transactions as prepared by debtors counsel and financial advisors.
- Review of significant transaction memos, fairness opinions and accounting guidance related to the aforementioned pre-petition related party transactions.

Ediscovery Consulting (project code: 7351-23 Totaling \$82,005.00)

- Modification of nonstandard third party productions for loading into Relativity.
- Creation of search terms, tagging, reconciliation and removal of duplicate docs and preparation of reports per Kramer Levin request.
- IntraLinks final reconciliation and re-structuring for loading per Kramer Levin request.
- Response to requests related to examiners' depository docs per Kramer Levin request.

Ediscovery Processing & Hosting (project code: 7351-24 Totaling \$690,194.50)

- Creation of new Relativity user accounts.
- Receipt of new productions and analysis of load files and structure.
- Creation of production sets and load files.
- Data Processing (De-duplication, metadata extraction and indexing for search).
- Quality control of third party data once loaded.
- Maintenance of Relativity database.

Forensic Investigation-Intercompany Operations, Shared Services (project code: 7351-25 Totaling \$322,087.50)

- Review of documents produced and invoices for shared services agreements.
- Review of Shared Services Agreement effective as of May 2012 and related schedules.
- Review of intercompany loan agreements.
- Analysis of entity-level trial balances and financial statements.
- Review of legal intercompany analyses prepared by Debtors' counsel.
- Review of documents provided by Debtors, Debtors' advisors and Debtors' counsel.
- Relativity searches of additional productions related to forensic investigation of inter-debtor balances.
- Analyze impact of intercompany activity in connection with JSN claims and recoveries.

- Correspondence and telephonic meetings between Debtors and Debtors' advisors related to intercompany balances.

Forensic Investigation-June 2008 Restructuring (project code: 7351-26 Totaling \$534,437.00)

- Perform balance sheet method of analysis of Debtor's solvency from post 2007.
- Analysis of Debtors' publicly traded debt discount as it related to Debtors' solvency from post 2007.
- Preparation of historical comparable company analysis as it related to market value method of Debtors' solvency post 2007.
- Analysis of historical representation and warranty liability as it related to Debtors' solvency post 2007.
- Review original issue discount and fair value accounting methodologies as they pertain to solvency analyses post 2007.
- Review of public filings such as financial statements, analyst reports, credit ratings and publicly traded bond prices in connection with solvency analyses post 2007.
- Relativity searches of additional productions related to forensic investigation of Debtors' solvency and representation and warranty liability post 2007.

Wind- Down Activity (project code: 7351-27 Totaling \$110,476.50)

- Update loss mitigation proposal summary as it relates to wind-down.
- Estimate Committee professionals' fees to be included in Debtors' cash forecast.
- Review historical cost allocation and wind-down proposal.
- Analyze Debtors' estate management of asset recoveries and projections
- Review updated projected wind-down expenses and allocations to payment sources.
- Discussions with Debtors' financial advisors and Committee professionals regarding wind-down cost issues.

Billing and Retention (project code: 7351- 90 Totaling \$9,215.00)

- Attend hearing for second interim fee application (fee portion of hearing only).
- Review and revision of Second Interim Fee Application.

- Preparation of professional fees and expenses templates for distribution to Committee co-chairs.

27. Attached as **Exhibit “A”** is a summary of professional fees earned for services rendered during the Fee Period. The attachment references the name of the person working on the engagement, the title of such person, number of hours worked on the engagement in the Fee Period, the hourly billing rate of such person and the amount of compensation sought for such person, as well as an average hourly blended rate for all persons working on the engagement during the Fee Period.

28. Attached as **Exhibit “B”** is a summary of expenses incurred by AlixPartners during the Fee Period in connection with its role assisting the Committee; such expenses include, among other matters, airfare, ground transportation costs, lodging, meals, and telephone charges. With respect to airfare expenses, AlixPartners has only charged the estate for coach class airfare. AlixPartners has not sought reimbursement for photocopying expenses. With respect to meals, AlixPartners has voluntarily reduced all meal expenditures to \$20.00 per person.

29. Attached as **Exhibit “C”** is a listing of the detailed time entries arranged by project category for hours worked and services provided by AlixPartners’ professionals during the Fee Period.

30. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, AlixPartners respectfully submits that the amount requested by AlixPartners is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Work was carefully assigned to

appropriate professionals according to the experience and level of expertise required for each particular task and without unnecessary duplication.

Relief Requested

31. Pursuant to the Administrative Order, AlixPartners is hereby requesting payment of 100% of its fees earned of \$4,379,636.25 and 100% of its expenses incurred of \$22,586.38 for a total of \$4,402,222.63. In accordance with the Administrative Order, notice of this Fee Application has been given to the Notice Parties identified in paragraph 2 (a) of the Administrative Order. Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no further notice of the relief requested in the Fee Application need be provided.

32. In light of the nature of the relief requested herein, AlixPartners submits that no other or further notice is required.

WHEREFORE, AlixPartners respectfully requests (i) that this Court authorize payment of 100% of compensation for professional services rendered in the amount of \$4,379,636.25 and reimbursement for expenses incurred in the amount of \$22,586.38 during this Fee Period, for a total of \$4,402,222.63 and (ii) that this Court grant AlixPartners such other and further relief as is just.

Dated: August 7, 2013

ALIXPARTNERS, LLP

/s/ Alan D. Holtz

Alan D. Holtz
Managing Director
2000 Town Center, Suite 2500
Southfield, MI 48075

EXHIBIT A

Residential Capital, LLC – Official Committee of Unsecured Creditors
Summary of Professional Fees Earned
During the Monthly Statement Period (January 1, 2013 through April 30, 2013)

Name of Professional	Description of Function	Hourly Rate						Total Compensation
			Jan-13	Feb-13	Mar-13	Apr-13	Total Hours	
Alan Holtz	Managing Director	\$ 960.00	2.0	10.6	56.4	69.5	138.5	\$ 132,960.00
Harvey Kelly	Managing Director	960.00	45.1	25.6	11.2	-	81.9	78,624.00
Denis O'Connor	Managing Director	960.00	91.2	86.0	67.5	61.1	305.8	293,568.00
Mark Smith	Managing Director	915.00	-	-	33.8	-	33.8	30,927.00
Marc J. Brown	Director	745.00	0.2	2.8	0.6	-	3.6	2,682.00
Mercedes Arango	Director	695.00	169.9	142.8	118.6	96.6	527.9	366,890.50
Greg R. Stedman	Director	695.00	-	-	-	3.5	3.5	2,432.50
Marc E. Landy	Director	695.00	133.7	155.3	128.3	84.8	502.1	348,959.50
Seth M. Alter	Director	645.00	204.3	126.3	121.4	13.2	465.2	300,054.00
Brian P. Jenkins	Director*	645.00	29.0	102.8	144.8	79.9	356.5	229,942.50
Phil C. Hodgkins	Vice President	525.00	17.2	1.3	-	-	18.5	9,712.50
Scott Tandberg	Vice President	525.00	227.4	188.0	175.0	201.7	792.1	415,852.50
John Natividad	Vice President	525.00	17.4	17.2	18.2	4.3	57.1	29,977.50
Sabrina X. Chen	Vice President	525.00	-	-	13.1	67.5	80.6	42,315.00
Christopher Brown	Vice President	475.00	-	39.6	128.3	167.8	335.7	159,457.50
Tony Muzzin	Vice President	475.00	134.9	147.0	121.4	-	403.3	191,567.50
Jarod L. Kimble	Vice President	475.00	1.3	7.4	8.4	-	17.1	8,122.50
Sunny Chu	Vice President	475.00	136.2	135.2	142.2	101.7	515.3	244,767.50
Todd Toaso	Vice President	475.00	182.1	172.4	174.2	173.0	701.7	333,307.50
Michael S. Eisenberg	Associate	360.00	161.0	157.6	132.0	163.5	614.1	221,076.00
Wei Wei	Associate	360.00	-	17.6	17.5	51.6	86.7	31,212.00
Sarah E. Katzman	Associate*	325.00	93.0	47.7	53.7	4.7	199.1	64,707.50
Davin Strouse	Analyst	280.00	160.0	163.0	134.4	167.8	625.2	175,056.00
							Sub-Total	6,865.3 \$ 3,714,171.50
							Less: 50% Travel	(24,729.75)
							Sub-Total	\$ 3,689,441.75
							Add: E-Discovery Svs	690,194.50
							Grand Total Fees	\$ 4,379,636.25

*indicates 2013 promotion

Average Blended rate = \$537.40

AlixPartners may determine, from time to time, to augment its professional staff with independent contractors (each an Independent Contractor”) in these chapter 11 cases. AlixPartners standard practice is to charge for an Independent Contractor’s services at the AlixPartners rate for a professional of comparable skill and experience, which rate typically exceeds the compensation provided by AlixPartners to such Independent Contractor. AlixPartners did not use Independent Contractors during this Fee Period.

EXHIBIT B

Residential Capital, LLC – Official Committee of Unsecured Creditors
Summary of Expenses Incurred
During the Monthly Statement Period (January 1, 2013 through April 30, 2013)

Expense Categories	January-13	February-13	March-13	April-13	TOTAL
Coach Airfare	\$ 2,242.49	\$ 2,350.07	\$ -	\$ 2,022.60	\$ 6,615.16
Cab Fare / Ground Transportation	299.28	616.55	381.89	277.14	1,574.86
Conference Calls	78.03	31.05	71.99	33.47	214.54
Lodging	4,494.37	5,288.54	-	1,550.98	11,333.89
Meals & Tips	472.33	728.89	56.43	119.14	1,376.79
Mileage	178.01	178.01	-	-	356.02
Train	-	-	-	194.00	194.00
Postage / Messenger / Courier	-	72.04	43.57	13.11	128.72
Rental Car	-	-	-	59.90	59.90
Parking & Tolls	345.70	278.58	-	18.22	642.50
Research	-	90.00	-	-	90.00
TOTAL	\$ 8,110.21	\$ 9,633.73	\$ 553.88	\$ 4,288.56	\$ 22,586.38

EXHIBIT C

**Detailed Time Entries for Hours Worked and Services Performed
During the Monthly Statement Period (January 1, 2013 through April 30, 2013)**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, et al.,)	Case No. 12-12020 (MG)
)	Jointly Administered
Debtors.)	
)	Objection Deadline: August 21, 2013

CERTIFICATION OF ALAN D. HOLTZ

I, Alan D. Holtz, make this declaration and state as follows:

1. I am a Managing Director of AlixPartners, LLP ("***AlixPartners***"), which maintains offices at, among other locations, 2000 Town Center, Suite 2400, Southfield, Michigan 48075.

2. This certification is submitted pursuant to (i) the Amended Guidelines for Fees and Disbursement for Professionals in Southern District of New York Bankruptcy Cases, dated January 29, 2013, and established and adopted by the United States Bankruptcy Court for the Southern District of New York pursuant to General Order M-447 (the "***Local Guidelines***"); (ii) the United States Trustee Guidelines for Reviewing Applications for compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, dated January 30, 1996 (the "***UST Guidelines***"), and (iii) the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "***Interim Compensation Order***," and collectively, with the Local Guidelines and the UST Guidelines, the "***Guidelines***").

3. This certification is submitted in connection with and in support of AlixPartners' third interim fee application (the "***Fee Application***") for allowance of compensation and reimbursement of expenses incurred for services rendered as restructuring advisor to the Official Committee of Unsecured Creditors (the "***Committee***") for the period from January 1, 2013 through

April 30, 2013 (the “*Fee Application Period*”). The Fee Application respectfully requests that this Court enter an Order awarding AlixPartners \$4,379,636.25 in fees for services rendered on behalf of the Committee and \$22,586.38 for the reimbursement of expenses incurred in connection with the rendition of such services, for a total award of \$4,402,222.63.

4. As required by Section B.1 of the Local Guidelines, I certify that:

- I have read the Fee Application, and to the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Guidelines;
- The fees and disbursements are billed at rates and in accordance with practices customarily employed by AlixPartners and generally accepted by AlixPartners’ clients; and
- To the best of my knowledge, in providing reimbursable services, AlixPartners does not make a profit on such services, whether the services are performed by AlixPartners in-house or through a third party.

5. As required by Section B.2 of the Local Guidelines, I certify that AlixPartners has provided to the chairs of the Committee, the U.S. Trustee and the Debtors, monthly statements of AlixPartners’ fees and disbursements previously accrued, by serving monthly statements, not later than 30 days after the end of each month (or otherwise as soon as practicable), in accordance with the terms of the Interim Compensation Order.

6. With respect to Section B.3 of the Local Guidelines, I certify that copies of the Fee Application are being provided to (a) the Court; (b) the chairs of the Committee (c) the Debtors, and (d) the Office of the United States Trustee.

7. In accordance with Federal Rule of Bankruptcy Procedure 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between AlixPartners and any other persons or parties to share in any compensation received in connection with this bankruptcy case other than as among members of AlixPartners.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: August 7, 2013

/s/ **Alan D. Holtz**

Alan D. Holtz
Managing Director
AlixPartners, LLP



March 18, 2013

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2046650

Federal Tax Id 38-3637158

For Professional Services: January 1, 2013 through January 31, 2013

Current Charges:		Hours	Rate	Amount
Davin Strouse	Analyst	160.00	280.00	44,800.00
Sarah E Katzman	Associate	93.00	325.00	30,225.00
Michael S Eisenberg	Associate	161.00	360.00	57,960.00
Sunny Chu	Vice President	136.20	475.00	64,695.00
Tony Muzzin	Vice President	134.90	475.00	64,077.50
Todd Toaso	Vice President	182.10	475.00	86,497.50
Jarod L Kimble	Vice President	1.30	475.00	617.50
Scott Tandberg	Vice President	227.40	525.00	119,385.00
Phil C Hodgkins	Vice President	17.20	525.00	9,030.00
John Natividad	Vice President	17.40	525.00	9,135.00
Seth M Alter	Director	204.30	645.00	131,773.50
Brian P Jenkins	Director	29.00	645.00	18,705.00
Marc E Landy	Director	133.70	695.00	92,921.50
Mercedes Arango	Director	169.90	695.00	118,080.50
Marc J Brown	Director	0.20	745.00	149.00
Harvey Kelly	Managing Director	45.10	960.00	43,296.00
Alan Holtz	Managing Director	2.00	960.00	1,920.00
Denis O'Connor	Managing Director	91.20	960.00	87,552.00
Total Hours & Fees		<u>1,805.90</u>		<u>980,820.00</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Less 50% Non Working Travel (Billed at 50%) (13,125.00)

Subtotal **967,695.00**

Electronic Discovery Services 126,775.00

Subtotal **1,094,470.00**

Less 20% Hold Back Fee (218,894.00)

Subtotal **875,576.00**

Expenses 8,110.21

Total Amount Due **USD 883,686.21**



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00004	Current Financials	19,644.00
007351.00006	Cash Management	12,168.00
007351.00007	Employee Issues	10,747.50
007351.00010	Claims & Recoveries	69,769.50
007351.00011	Misc. Motions	5,590.50
007351.00012	Proposed Asset Sales	24,566.50
007351.00015	UCC Meetings	57,216.50
007351.00018	Collateral Analysis	16,484.00
007351.00020	Forensic Investigation - General	231,533.00
007351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions	149,801.50
007351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	105,002.50
007351.00023	Ediscovery Consulting	18,165.00
007351.00024	Ediscovery Processing & Hosting	126,775.00
007351.00025	Forensic Investigation - Interco Ops, Shared Services	86,042.00
007351.00026	Forensic Investigation - June 2008 Restructuring	136,514.50
007351.00027	Wind Down Activity	9,141.00
007351.00090	Billing and Retention	2,184.00
007351.00091	Non Working Travel (Billed at 50%)	13,125.00
Total Fees Incurred		1,094,470.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Expenses	Amount
Coach Airfare	2,193.90
Airfare Service Charge	48.59
Cab Fare/Ground Transportation	299.28
Conference Calls	78.03
Lodging	4,494.37
Meals & Tips	472.33
Mileage	178.01
Parking & Tolls	345.70
Total Disbursements	8,110.21



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-1

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
01/02/13	MSE	Review historical cost allocation analysis.	1.10
01/02/13	ST	Review Rescap related party debt and transaction tables.	0.50
01/08/13	MSE	Prepare analysis of historical company income statement results.	0.60
01/08/13	MSE	Prepare presentation of November operating performance review.	2.40
01/09/13	ST	Participate on call with T. Meerovich from FTI to discuss outstanding requests.	0.40
01/11/13	ST	Research MOR questions from Wazee Capital.	0.70
01/11/13	MSE	Prepare analysis for questions from investors relating to MOR.	0.90
01/14/13	MSE	Respond to subservicing fee pricing arrangement questions.	0.60
01/14/13	MEL	Call with Wazee Capital (M. Collins) related to MOR.	0.30
01/14/13	ST	Organize November Rescap and AFI shared services invoices.	0.60
01/14/13	ST	Participate on call with M. Eisenberg from AP to discuss outstanding Debtor requests.	0.40
01/14/13	MSE	Call with Wazee Capital and S Tandberg from AP to discuss MOR reporting questions.	0.40
01/14/13	MSE	Call with FTI (B. McDonald) regarding MOR supplement.	0.20
01/15/13	ST	Meet with D. O'Connor from AP to discuss case status.	0.40
01/15/13	MSE	Review updated November business performance reports.	2.60
01/15/13	MSE	Prepare presentation of November operating performance results.	4.20
01/15/13	DO	Discuss Post Sale forecasting and liquidity/funding issues with S. Tandberg.	0.40
01/15/13	DO	Review analyses prepared to forecast post sale activities including mapping liquidity sources to responsible parties.	0.40
01/16/13	DO	Analyze status of sale schedules and projections of receipts.	0.60
01/16/13	ST	Prepare Monthly Operating Results questions for FTI.	0.60
01/16/13	ST	Review November MOR supplementary information from FTI.	0.80
01/17/13	ST	Update Nov. MOR presentation and schedules.	1.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-1

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
01/17/13	MSE	Make revisions to November business performance review presentation.	2.90
01/17/13	MSE	Review shared services invoices between debtor and AFI as they relate to Current Financials.	2.60
01/18/13	MSE	Make revisions to November performance review presentation.	3.20
01/18/13	MSE	Call with FTI (B. McDonald) regarding outstanding questions for November MOR.	0.20
01/18/13	MSE	Communicate results of November performance review presentation to AP team.	0.70
01/18/13	ST	Participate in meeting with AP team, including D. O'Connor and Michael Eisenberg from AP, to discuss November MOR presentation.	0.70
01/18/13	DO	Review monthly operating report.	0.40
01/18/13	DO	Review analysis of Debtor's November's operations, servicing performance, origination performance; Ally/Debtor transactions, cash flows and compliance reporting.	0.80
01/18/13	DO	Meeting with S. Tandberg and M. Eisenberg to address variances, questions and trends in Debtor's November performance review.	0.70
01/22/13	ST	Participate on call with M. Renzi from FTI to discuss outstanding requests.	0.30
01/22/13	MSE	Review Ally subservicing related escrow transactions as they relate to current financials.	0.60
01/23/13	MSE	Send email to FTI (B. McDonald) regarding Ally subservicing escrow account re: Current Financials	0.20
01/23/13	MSE	Prepare analysis of December servicing platform results.	2.30
01/23/13	MSE	Review latest update of Cost-to-Service trend analysis.	1.40
01/23/13	MSE	Meeting with AP team (S Tandberg) to discuss outstanding diligence items.	0.60
01/23/13	ST	Participate in meeting with AP team, including M. Eisenberg, to discuss FTI request responses.	0.60
01/23/13	ST	Review December servicing operations report.	1.60
01/23/13	DO	Conference call with W. Nolan (FTI) regarding FTI budgets	0.10



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-1

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
		and Debtors "put-backs" to Correspondents for mortgages put back to ResCap by Fannie, Freddie, etc.	
01/24/13	ST	Discuss with A. Holtz and M Eisenberg current status of case.	0.60
01/24/13	AH	Discuss current work in process w/ S. Tandberg and M. Eisenberg	0.60
01/24/13	MSE	Participate in meeting with A. Holtz and S Tandberg from AP to discuss case status	0.60
01/30/13	ST	Review updated Walter TSA draft.	0.70
Total Hours			42.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-1

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	3.40	960.00	3,264.00
Alan Holtz	0.60	960.00	576.00
Marc E Landy	0.30	695.00	208.50
Scott Tandberg	10.30	525.00	5,407.50
Michael S Eisenberg	28.30	360.00	10,188.00
Total Hours & Fees	42.90		19,644.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-2

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
01/02/13	ST	Reconcile Rescap's historical allocated cost payments for revolver island.	0.70
01/02/13	MSE	Call with FTI (including T. Meerovich) regarding borrowing facilities collateral.	0.40
01/07/13	MSE	Analyze potential impact of delay of platform sale closing schedules.	2.60
01/07/13	MSE	Call with FTI (T. Meerovich) regarding analysis of a potential delay of platform sale closing.	0.50
01/08/13	MSE	Review of updated 13-week cash flow projections.	1.40
01/08/13	MSE	Review updated four-week cash flow variance report.	1.60
01/11/13	ST	Review historical cash flow information from FTI.	0.40
01/12/13	ST	Respond to Committee question regarding liquidity with AFI DIP paydown.	0.40
01/13/13	ST	Review Ally DIP and LOC liquidity for KL.	0.50
01/15/13	ST	Review updated collateral island cost allocations from DIP budget.	1.20
01/16/13	ST	Participate on call with T. Meerovich from FTI to discuss FTI compensation.	0.30
01/16/13	ST	Review December cash variances.	0.70
01/16/13	MSE	Call with FTI (including W. Nolan and T. Meerovich) regarding post-sale cost allocations.	0.70
01/17/13	ST	Reconcile collateral island cash roll-forward schedules.	1.10
01/18/13	ST	Reconcile cash variances with prior DIP budgets.	1.30
01/21/13	ST	Review revised cost allocation methodology proposal based on initial comments.	0.70
01/21/13	ST	Review impact of sale delay on sale proceeds and operating cash flows.	1.30
01/21/13	MSE	Review updated proposal for post-sale cost allocation methodology.	2.90
01/22/13	MSE	Review of latest post-sale cost allocation proposal by FTI.	0.90
01/23/13	MSE	Review updated 2-week cash variance report.	1.80
01/23/13	ST	Review ResCap two week cash variance report.	1.80
01/25/13	ST	Draft question list regarding FTI's proposed post-sale cost	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-2

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
		allocation methodology.	
01/29/13	ST	Calculate post-petition admin expense burden by entity.	0.70
01/29/13	ST	Participate on call with B. McDonald from FTI to discuss allocation of costs between OpCo's and HoldCo.	0.40
01/29/13	ST	Research bank accounts and cash management between OpCos and HoldCo.	0.80
01/30/13	ST	Review FTI budget and engagement proposal.	0.60
01/31/13	ST	Participate on call with B. Nolan from FTI and A. Holtz from AP to discuss FTI budget and engagement letter.	0.70
Total Hours			27.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-2

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	14.40	525.00	7,560.00
Michael S Eisenberg	12.80	360.00	4,608.00
Total Hours & Fees	27.20		12,168.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
01/02/13	ST	Compile outstanding question and request list for AIP.	0.60
01/02/13	ST	Review Debtor responses to compensation questions.	0.40
01/02/13	ST	Research historical employee benefits presentation for historical discretionary payments.	0.80
01/02/13	ST	Review Debtors' AIP payment motion.	0.40
01/02/13	ST	Update AIP review presentation for comments from S. Zide from KL.	1.80
01/02/13	ST	Participate on call with S. Zide from KL to discuss AIP review presentation.	0.60
01/02/13	MSE	Review ResCap 2012 Annual Incentive Plan Payments presentation from Company.	2.20
01/02/13	MSE	Make revisions to AIP payments presentation.	0.90
01/03/13	MSE	Meeting with AP team to discuss 2012 AIP payments.	1.40
01/03/13	ST	Prepare notes for AIP discussion with Committee.	0.70
01/03/13	ST	Review additional responses from Mofo and ResCap regarding AIP.	0.40
01/04/13	ST	Create KEIP/KERP employee compensation analysis schedules.	0.60
01/04/13	ST	Participate on call with Mofo, including J. Wishnew, and ResCap to discuss AIP and employee compensation.	0.60
01/04/13	ST	Review revised compensation schedules from Mofo.	0.50
01/07/13	ST	Revise AIP schedules for KL comments.	0.60
01/08/13	ST	Update KEIP/KERP employee compensation slides for J. Dubel comments.	0.40
01/09/13	ST	Prepare email and AIP schedules for Tom Marano at ResCap.	0.80
01/09/13	ST	Participate on call with T. Marano from ResCap and J. Dubell from FGIC to discuss 2012 AIP.	1.00
01/10/13	ST	Respond to questions regarding AIP for KEIP/KERP employees from KL.	0.50
01/11/13	ST	Participate on call with S. Zide from KL and J. Dubel from FGIC to discuss AIP modifications.	0.50
01/11/13	ST	Create proposed AIP modification slides for UCC co-chairs.	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
01/11/13	ST	Prepare revised KEIP/KERP/AIP schedules for KL.	1.20
01/14/13	ST	Revise AIP schedules for updated proposal.	0.50
01/14/13	ST	Review US trustee AIP objection.	0.30
01/15/13	ST	Reconcile AIP proposal and Debtor schedule.	0.40
01/16/13	DO	Conference call with FTI reps (W. Nolan, G. Gutzeit and T. McDonager) and S. Tandberg and M. Eisenberg to address Committee's request for debtor budgets for payroll/human resources in light of sale of operations, as well as, budgets for Centerview and FTI.	0.50
01/16/13	DO	Analyze KERP/KEIP projections.	0.20
01/16/13	MSE	Call with FTI (including W. Nolan) regarding human capital related items.	0.30
01/17/13	ST	Respond to questions from J. Dubel from FGIC regarding executive comp.	0.40
01/28/13	ST	Reconcile revised AIP order to Debtor compensation schedules.	0.70
01/30/13	ST	Participate on call with T. McDonagh from FTI to discuss post-sale employee plan.	0.40
Total Hours			21.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-3

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.70	960.00	672.00
Scott Tandberg	15.90	525.00	8,347.50
Michael S Eisenberg	4.80	360.00	1,728.00
Total Hours & Fees	21.40		10,747.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
01/02/13	ST	Participate on call with A&M, including D. Coles, and Moelis, including J. Dermont.	0.50
01/02/13	ST	Participate on call with T. Meerovich from FTI to discuss JSN collateral analysis.	0.60
01/02/13	ST	Review JSN collateral charge allocation schedule from FTI.	0.80
01/02/13	ST	Meet with AP team, including T. Osmun to discuss waterfall model.	0.70
01/02/13	ST	Participate on call with Moelis, including J. Dermont, and KL, including D. Mannal, to discuss model scenarios and correspondence with creditors.	1.10
01/02/13	MSE	Call with Moelis (including J. Dermont) and Kramer Levin (including D. Mannal) regarding waterfall scenarios.	1.10
01/02/13	MSE	Call regarding waterfall claims with Moelis (including J. Dermont) and Alvarez and Marsal (including D. Coles and A. Sagat).	0.50
01/02/13	MSE	Review projected asset balances and asset sale proceeds schedules.	2.20
01/02/13	MSE	Meeting with AP team to discuss outstanding items.	1.20
01/03/13	MSE	Review waterfall model submitted by creditor.	2.10
01/03/13	ST	Reconcile Alvarez waterfall model with Debtors' assumptions.	0.70
01/03/13	MSE	Prepare analysis of different waterfall recovery scenarios.	1.20
01/03/13	ST	Create multiple HoldCo notes recovery scenario tables for KL.	2.30
01/03/13	ST	Research Monoline filed claims for Moelis.	0.80
01/03/13	DO	Review updated waterfall analysis.	0.40
01/03/13	ST	Update waterfall model for additional assumptions.	1.70
01/04/13	ST	Update recovery scenario presentation for commentary and additional scenarios.	1.10
01/04/13	ST	Participate on call with S. Zide to discuss HoldCo note scenario analysis.	0.40
01/04/13	DO	Meet with S Tandberg to analyze waterfall assumptions and updated calculations.	0.60
01/04/13	ST	Meet with AP team, including D. O'Connor, to discuss	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		waterfall calculation.	
01/04/13	ST	Compile assumptions pages for the recovery scenarios presentation.	0.60
01/04/13	ST	Participate on call with J. Shifer from KL to discuss JSN collateral analysis.	0.50
01/04/13	ST	Update JSN and Barclays collateral roll-forward schedules.	0.60
01/04/13	MSE	Call with Kramer Levin (S. Zide) regarding waterfall scenario schedules.	0.40
01/04/13	MSE	Call with Kramer Levin (J. Shifer) regarding JSN collateral balances.	0.50
01/04/13	MSE	Prepare analysis of contingent, unliquidated and disputed claims.	1.40
01/04/13	MEL	Review updated May 13 2012 trial balance.	1.00
01/05/13	ST	Participate on call with Moelis, including S. Hasan, to discuss cure claims.	0.30
01/07/13	DO	Analyze intercompany claims and impacts on Junior Secured Note recoveries and general unsecured recoveries.	1.20
01/07/13	DO	Review projected recoveries and secured claims attached to related recovery.	0.80
01/07/13	DO	Analyze recovery and claims allocated by each significant Debtor.	0.50
01/07/13	MSE	Review Debtor analysis of FNMA cure costs.	1.10
01/07/13	MSE	Review memo regarding scope of monoline claim.	0.70
01/07/13	ST	Participate on call with T. Meerovich from FTI and A. Waldman from Moelis to discuss impact of delay in sale closing schedule.	0.50
01/07/13	ST	Review revised plan framework presentation.	0.60
01/07/13	ST	Input claims information into KL waterfall memo.	0.40
01/07/13	ST	Participate on call with A. Waldman from Moelis to discuss claims information.	0.50
01/07/13	ST	Update waterfall model for post-petition interest, interco and revised KL assumptions.	2.80
01/07/13	HK	Read Dechert memo regarding "Claims Asserted by Monoline Insurers" and consider potential relevance to	1.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		waterfall analysis.	
01/07/13	HK	Consult with Moelis (Dermont) on select issues with respect to waterfall analysis.	0.30
01/07/13	MSE	Call with Company and Moelis regarding FNMA cure costs.	0.80
01/07/13	ST	Update HoldCo/JSN recovery scenarios for KL comments.	0.80
01/07/13	ST	Participate on call with Moelis, including J. Dermont, and Rescap, including T. Marano, to discuss GSE cure claim proposal.	0.80
01/07/13	ST	Revise delayed sale closing summary for UCC.	0.40
01/08/13	ST	Create waterfall scenarios for claims variances.	1.90
01/08/13	ST	Update JSN/HoldCo recovery presentation for revised admin expense treatment.	0.60
01/08/13	MSE	Call with FTI (M. Talarico) regarding claims register.	0.40
01/08/13	ST	Update projected asset proceeds schedule for collateral and entity buckets.	1.30
01/08/13	ST	Reconcile A&M scenario recoveries with Debtors' model.	0.40
01/08/13	ST	Participate in meeting with Judge Peck, Moelis, and KL to discuss the case and estimated waterfall.	3.40
01/08/13	MSE	Prepare analysis of claims register schedules.	1.30
01/08/13	DO	Analyze Creditor Recovery projections updated for movements in sales, etc. and impact to hypothetical unsecured pool.	0.60
01/08/13	MEL	Discussion with Denis O'Connor regarding waterfall.	0.50
01/09/13	MEL	Call with J. Shifer (and S. Tandberg) regarding asset values.	0.50
01/09/13	DO	Follow-up with S. Tandberg and M. Landy regarding KL's request for liquidation vs. "363/going concern" value of collateral allocated to the Junior Secured Noteholders ("JSN").	0.30
01/09/13	DO	Analyze claims against A.F.I. to assess range of global claims.	0.50
01/09/13	ST	Participate on call with J. Shifer (KL), Marc Landy (AP) to discuss JAN collateral liquidation value.	0.50
01/09/13	ST	Review UCC plan discussion materials in preparation for meeting.	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
01/09/13	ST	Research debtor entity for GSE MSR and SA proceeds.	0.70
01/10/13	ST	Participate on call with J. Shifer from KL to discuss revised JSN collateral schedule.	0.40
01/10/13	ST	Create revised JSN and DIP collateral analysis schedules.	2.30
01/10/13	ST	Participate on call with S. Hasan from Moelis to discuss recovery analysis.	0.60
01/10/13	ST	Participate on call with J. Shifer from KL and S. Hasan from Moelis to discuss JSN and DIP collateral.	0.60
01/10/13	ST	Participate on call with J. Dubel from FGIC and L. Parsons from Moelis to discuss GSE cure claims.	0.60
01/10/13	MEL	Call with KL (Shifer) Moelis (Hassan) and S. Tandberg regarding collateral valuation.	0.60
01/11/13	HK	Analyze documents regarding AFI capital contributions.	1.30
01/11/13	HK	Consult with Kramer Levin (Simon and Ettari) regarding analysis of historical AFI capital contributions to ResCap.	0.40
01/11/13	ST	Participate on call with S. Hasan from Moelis to review revolver collateral movements.	0.80
01/11/13	DO	Conference with M. Eisenberg to review Strategic Plan issues and recovery sources and ranges of recovery.	0.50
01/11/13	MSE	Call with AP Team (D. O'Connor) regarding plan and recoveries.	0.50
01/11/13	MSE	Review of revised allocation schedule of claims.	1.40
01/14/13	MSE	Call with FTI (T. Meerovich) regarding claims balances schedules.	0.30
01/14/13	DO	Review motions and pleadings regarding cure objections.	0.20
01/14/13	DO	Review analysis of GMAC's claim	0.20
01/14/13	ST	Participate on call with KL, including K. Eckstein, and Moelis, including J. Dermont, to discuss plan proposals and waterfall model.	1.20
01/14/13	ST	Test A&M waterfall scenarios against Debtor model.	1.80
01/14/13	ST	Update waterfall models for additional allocation scenarios.	1.40
01/15/13	ST	Participate in meeting with J. Shifer from KL to discuss JSN collateral and waterfall recoveries.	1.20
01/15/13	ST	Respond to KL question regarding cost allocations.	0.30



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
01/15/13	ST	Participate on call with S. Hasan from Moelis to discuss GSE cure claims.	0.60
01/15/13	ST	Review revised asset recovery projections from FTI.	0.90
01/15/13	ST	Reconcile revised GSE cure information.	1.10
01/15/13	MSE	Review updated cure claims schedules.	2.20
01/15/13	MSE	Call with Moelis (S. Hasan) regarding cure claims.	0.40
01/16/13	DO	Review analysis of adjustments to projected waterfall.	0.40
01/16/13	ST	Participate in meeting with Paulson, A&M, KL, and Moelis to discuss waterfall scenarios and claims.	3.00
01/16/13	ST	Participate on call with FTI, including B. Nolan, to discuss wind-down human resources plan.	0.50
01/16/13	ST	Participate on call with FTI, including T. Meerovich, to discuss post-sale cost allocations.	0.70
01/16/13	ST	Review GSE cure claim IRR analysis.	0.50
01/16/13	ST	Create waterfall variance schedule to A&M results.	0.70
01/16/13	ST	Discuss GSE cure claim analysis with S. Hasan.	0.60
01/16/13	ST	Run additional waterfall scenarios from A&M.	1.30
01/16/13	MSE	Meeting with Kramer Levin, Moels and Paulson regarding waterfall recovery scenarios.	3.10
01/17/13	MSE	Review cure claims escrow forecasts.	0.60
01/17/13	MSE	Review of select recovery scenario schedules.	1.30
01/17/13	ST	Revise GSE cure IRR schedule.	0.70
01/17/13	ST	Participate on call with Debtors, including T. Marano and KL and Moelis to discuss response on cure claims from GSEs.	0.50
01/17/13	ST	Revise JSN collateral analysis schedules.	0.60
01/17/13	ST	Participate on call with Recap, including T. Marano, CV, including K. Chopra, and UCC advisors to discuss status of GSE cure claim negotiations.	0.60
01/17/13	ST	Participate on call with J. Dubel from FGIC and UCC advisors to discuss UCC response to GSE cure claims.	0.50
01/18/13	DO	Review waterfall analysis.	0.50
01/18/13	ST	Review proposed allocation of RMBS settlement to	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		Trustees.	
01/18/13	ST	Participate on follow-up call regarding GSE cure claims with Moelis, including J. Dermont, and KL, including K. Eckstein.	0.50
01/18/13	MSE	Prepare further analysis of GSE cure claim proposals.	1.30
01/18/13	MEL	Call with W. Nolan of FTI regarding open items.	0.20
01/21/13	ST	Review Kessler class claim and Rowena Drennen motions.	0.50
01/22/13	ST	Prepare for UCC call re:claims and overall status of case.	0.60
01/22/13	DO	Review intercompany schedules assessing recovery values at Debtor subsidiaries.	0.40
01/22/13	DO	Analyze updated waterfall analysis.	0.50
01/22/13	ST	Participate on call with S. Hasan to discuss waterfall recovery scenarios.	1.20
01/22/13	MSE	Prepare for UCC meeting claims discussion.	1.20
01/23/13	DO	Review Ally's Response Deck for Committee's presentation on Claims of ResCap against Ally.	2.30
01/23/13	ST	Participate on call with S. Hasan from Moelis to discuss waterfall model and AFI contribution allocation.	0.70
01/23/13	MSE	Review FNMA stipulation related to cure claims.	0.90
01/23/13	ST	Draft questions to FTI regarding secured facility pay-offs and related collateral.	0.50
01/23/13	ST	Review draft FNMA cure stipulation and related documents.	0.80
01/23/13	ST	Review revised Debtor proposal for collateral island expense allocation.	0.60
01/23/13	ST	Participate on call with S. Hasan from Moelis to discuss subservicing escrow and adjustment to admin and priority.	0.60
01/24/13	ST	Review updated claims register summary for distribution to the Committee.	0.70
01/24/13	ST	Respond to questions regarding Freddie cure claims from Moelis.	0.40
01/24/13	MSE	Call with Moelis (S. Hasan) to follow up to FHLMC cure claim call.	0.40
01/24/13	MSE	Review FHLMC cure claim analysis for conference call.	1.60
01/24/13	ST	Review GNMA loan monetization proposal.	0.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
01/24/13	ST	Summarize variance between FHLMC cure claim assumptions and Debtor assumptions.	1.40
01/24/13	MSE	Meeting with AP Team (A. Holtz) to discuss outstanding items.	0.90
01/24/13	AH	Meeting with M Eisenberg to discuss recovery analysis.	0.90
01/24/13	MSE	Call with Company, Freddie Mac, CVP and Moelis regarding FHLMC cure claims.	1.40
01/25/13	ST	Participate on call with CV, including K. Chopra, and Moelis, including J. Dermont, to discuss status of FHLMC cure negotiations.	0.60
01/25/13	ST	Respond to KL question regarding status of claims review.	0.40
01/25/13	MSE	Follow-up call with UCC Co-chairs and Moelis regarding FHLMC cure claim negotiations.	0.40
01/25/13	MSE	Call with CVP (K. Chopra) and Moelis regarding FHLMC cure claims.	0.60
01/25/13	ST	Participate on follow-up call with Moelis, including J. Dermont, and Co-chairs, including J. Dubel, to discuss Committee response to FHMLC negotiation developments.	0.30
01/25/13	ST	Review transition services agreement issues list.	0.30
01/25/13	ST	Review draft omnibus claims objection procedures motion.	1.60
01/25/13	ST	Coordinate with Moelis, including J. Dermont, to create Ally settlement / plan negotiation presentation.	0.80
01/26/13	ST	Review draft UCC settlement proposal slides.	0.40
01/28/13	ST	Participate on follow-up call with S. Hasan from Moelis to discuss collateral recovery.	0.30
01/28/13	MA	Reviewed Moelis draft documents on UCC proposal and next steps.	0.70
01/28/13	ST	Participate on call with FTI, including T. Meerovich, CV, and other advisors to discuss allocation of post-sale costs to collateral islands.	0.80
01/28/13	DO	Review Case (DeWitt Truckers v. Fleming) provided by counsel regarding adequacy of capital/veil piercing.	0.30
01/28/13	DO	Analyze creditor matrix prepared by FTI/Debtors claim group.	0.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
01/28/13	ST	Review UCC settlement proposal draft.	0.80
01/28/13	ST	Participate on call with KL, including J. Shifer, in preparation for discussion of cost allocation with Debtors.	0.50
01/29/13	ST	Participate on call with S. Hasan from Moelis to discuss Walter assumed liabilities.	0.60
01/29/13	ST	Discuss assumption or rejection of SLAP and VA loss mitigation programs with E. Frejka from KL.	0.40
01/29/13	ST	Review UCC response Kessler class claim motion.	0.40
01/29/13	ST	Respond to A&M questions regarding GSE cure claims and waterfall.	0.60
01/29/13	ST	Review Walter assumed liability calculations.	1.20
01/29/13	ST	Draft questions to Debtors regarding assumed liability schedules.	0.70
01/29/13	ST	Review responses to assumed liability questions from CV.	0.60
01/30/13	ST	Review Debtor narrative regarding Walter assumed liabilities.	0.80
01/30/13	ST	Meet with M. Landy from AP to discuss ability to pay down JSNs post-sale.	0.40
01/30/13	DO	Review Junior Secured Bond claims and available cash to pay from sale proceeds.	0.40
01/30/13	MEL	Discussion with S Tandberg regarding JSN claim	0.40
01/30/13	ST	Update loss mitigation proposal summary.	0.50
01/30/13	ST	Update TSA inventory schedule.	0.40
01/31/13	ST	Participate on call with S. Hasan from Moelis to discuss JSB ability to pay analysis.	0.40
01/31/13	ST	Review the Debtors file review settlement presentation.	0.70
Total Hours			129.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	3.20	960.00	3,072.00
Denis O'Connor	10.90	960.00	10,464.00
Alan Holtz	0.90	960.00	864.00
Marc E Landy	3.20	695.00	2,224.00
Mercedes Arango	0.70	695.00	486.50
Scott Tandberg	77.40	525.00	40,635.00
Michael S Eisenberg	33.40	360.00	12,024.00
Total Hours & Fees	129.70		69,769.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-5

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
01/03/13	ST	Review draft mediation agreement.	0.30
01/03/13	ST	Review case update summary from KL.	0.40
01/08/13	ST	Review FRB foreclosure review settlement article.	0.30
01/08/13	ST	Review case update summary from KL.	0.50
01/09/13	ST	Review case update summary from KL.	0.40
01/09/13	ST	Review draft second interm orders for PwC foreclosure review retention.	0.40
01/14/13	ST	Review case update notes from KL.	0.50
01/15/13	ST	Review Treasury approach strategy overview.	0.40
01/16/13	ST	Review KL case update summary.	0.50
01/17/13	ST	Review case update summary from KL.	0.50
01/20/13	ST	Review case update summary from KL.	0.40
01/22/13	ST	Summarize review of proposed statements of work for purchaser transition servicer agreements.	2.30
01/23/13	ST	Review case update summary from KL.	0.40
01/25/13	ST	Review case update summary from KL.	0.60
01/28/13	ST	Review assume or reject analysis for VA and SLAP loss mitigation programs.	0.50
01/28/13	ST	Participate on call with E. Frejka from KL to discuss rejection of loss mitigation programs.	0.40
01/28/13	DO	Review pleadings for CVP's retention amendments; FANNIE stipulation to Core Agreement re alleged mortgage underwriting defaults; GMAC Mortgage leasing dispute.	0.30
01/29/13	ST	Review case update summary from KL.	0.40
01/31/13	ST	Review inspector general's report on TARP investment in Ally.	0.40
01/31/13	ST	Review case update summary from KL.	0.50
Total Hours			10.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-5

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.30	960.00	288.00
Scott Tandberg	10.10	525.00	5,302.50
Total Hours & Fees	10.40		5,590.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
01/06/13	ST	Review impact of delayed platform sale schedule from FTL.	0.40
01/11/13	MEL	Call with Elan Daniels regarding proposed amendment.	0.50
01/11/13	MSE	Call with Kramer Levin (E. Daniels) regarding HFS sale agreement terms.	0.60
01/13/13	MSE	Follow up call with KL (including E. Daniels) regarding purchase price adjustment amendment.	0.60
01/13/13	MSE	Review schedule provided by Debtors related to loan modification solicitations.	0.70
01/13/13	MSE	Call with Company, MoFo, KL regarding purchase price adjustment amendment.	0.80
01/13/13	MEL	Follow-up call with KL (Daniels, et al.) to discuss proposed amendment.	0.40
01/13/13	MEL	Call with KL (Daniels, et al.) MoFo, CVP and Rescap to discuss proposed amendment.	0.80
01/14/13	ST	Review proposed amendment to Berkshire APA.	0.40
01/15/13	MEL	Review materials related to proposed amendment.	0.30
01/15/13	ST	Participate on call with Rescap, including T. Marano, CV, Moelis and KL to discuss sale closing and GSE cures.	0.90
01/15/13	MSE	Review of updated schedules relating to proposed purchase price amendment.	0.50
01/16/13	MSE	Call with KramerLevin (including E. Daniels and S. Zide) regarding loan modification purchase price adjustment amendment.	0.80
01/16/13	MSE	Call with CVP (R. Kielty) regarding loan modification purchase price adjustment amendment.	0.40
01/16/13	MEL	Discuss data underlying proposed Berkshire amendment with M. Eisenberg.	0.80
01/16/13	MEL	Call with Zide, Daniels and Eisenberg regarding proposed amendment by Berkshire.	0.80
01/16/13	MSE	Prepare schedules of loan modification purchase price adjustment amendment analysis.	2.40
01/16/13	MEL	Review data related to proposed Berkshire amendment	0.60
01/17/13	MSE	Follow up call with Kramer Levin and Moelis regarding asset sale timing.	0.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
01/17/13	MSE	Call with CVP, Moelis and Kramer Levin regarding cure claim discussions and asset sales.	0.50
01/17/13	MSE	Follow-up meeting with S. Tandberg (AP), J Dubel, and KL regarding asset sale timing.	0.40
01/17/13	ST	Participate on follow up call with J. Dubel and KL to discuss delay in GSE sale approvals.	0.40
01/17/13	ST	Review update on platform and whole loan sale closing preparations.	0.50
01/18/13	ST	Participate on call with S. Hasan from Moelis to discuss Berkshire purchase price adjustments.	0.50
01/18/13	ST	Review Berkshire proposed purchase price adjustment schedules.	1.20
01/18/13	ST	Participate on call with Debtors, including T. Marano and CV, and UCC advisors to discuss status of sale closing.	0.40
01/18/13	MSE	Call with Moelis (S. Hasan) and Kramer Levin (J. Schifer) to discuss Debtors' Loan-Level Analysis for Berkshire.	0.50
01/18/13	MSE	Review of potential purchase price adjustment analysis.	2.10
01/18/13	MSE	Call with Moelis (S. Hasan) regarding Berkshire purchase price adjustments.	0.20
01/21/13	MSE	Review draft transition services agreements.	3.70
01/21/13	MSE	Prepare inventory schedules of transition services agreements details.	3.90
01/21/13	DO	Review Ocwen/Walter and Berkshire sale updates.	0.20
01/21/13	DO	Discuss Fannie Mae cure claims; Berkshire sale dispute and Ocwen Walter sale work streams with M. Eisenberg.	0.20
01/21/13	DO	Review draft Transition Services Agreement between Walter Investment Management Corp. and ResCap.	0.60
01/21/13	ST	Review and summarize Ocwen/Walter transition services agreements.	2.10
01/22/13	DO	Review year-end 2011 Letter Agreement for sale of loans to GMACM by Ally & on-going support to ResCap.	0.20
01/22/13	ST	Participate on call with ResCap, including T. Marano, CV, including K. Chopra, and Moelis to discuss issues with Freddie Mac relating to sale closing.	0.50



Residential Capital, LLC
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New York, NY 10036

Invoice # 2046650-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
01/22/13	MSE	Review of Debtor's statement of work for transition services agreements.	3.10
01/23/13	MSE	Analyze proposed Berkshire purchase price adjustment data.	0.70
01/23/13	ST	Review analysis of proposed Berkshire purchase price adjustment.	0.80
01/23/13	ST	Revise summaries of transition servicer agreement statements of work for purchasers.	1.70
01/23/13	DO	Review final updated Fannie Mae stipulation and memo of positions prepared by counsel to finalize Committee's support of Debtor's transaction.	0.40
01/24/13	ST	Call with S. Hasan from Moelis to coordinate response to debtors' Berkshire purchase price adjustment proposal.	0.40
01/24/13	ST	Participate on call with CV, including K. Chopra, and Mofo, including T. Goren, to discuss revisions to APA for GNMA pipeline.	0.50
01/24/13	DO	Review memo and email detailing UPB and other adjustments to Berkshire's deal with ResCap.	0.10
01/24/13	MSE	Follow up call with Kramer (J. Shifer) related to GNMA loan disposition strategy.	0.30
01/24/13	MEL	Call with CVP (Chopra) KL (Shiffer) MoFo (Goren) to discuss proposed amendment.	0.50
01/24/13	MSE	Review proposed Berkshire purchase price adjustment.	0.60
01/24/13	MSE	Review GNMA loan disposition economics overview presentation.	0.70
01/24/13	MSE	Call with Company and CVP (including K. Chopra) regarding GNMA loan disposition economics.	0.50
01/24/13	ST	Review Debtor counter-proposal to Berkshire purchase price reduction request.	0.50
01/25/13	ST	Review purchase price calculation schedules for Berkshire loans.	0.60
01/25/13	ST	Review Ocwen and Berkshire sale updates from KL.	0.70
01/25/13	ST	Review revised Ocwen APA, updated for changes in GNMA whole loan purchases.	0.40
01/27/13	ST	Calculate variances in Berkshire purchase price calculation file vs. projected 1/31/13 proceeds from FTI.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
01/28/13	ST	Updated transition services agreement charts for Ocwen and Walter for updated TSAs.	0.50
01/28/13	ST	Participate on call with S. Hasan from Moelis to discuss status of Freddie negotiations and other sale-related items.	0.40
01/29/13	ST	Review Walter sale flow of funds memo.	0.50
01/30/13	ST	Participate on call with J. Horner from ResCap and M. Renzi from FTI to discuss Walter TSA and statements of work.	0.60
01/30/13	ST	Review Berkshire amended purchase price schedule and comparison.	0.40
01/30/13	ST	Update TSA statement of work charts for revised statements and pricing.	1.50
01/30/13	ST	Review Walter TSA pricing calculations.	1.90
01/31/13	ST	Review revised Walter transition services agreement draft.	0.60
01/31/13	ST	Participate on call with S. Hasan from Moelis and S. Zide from KL to discuss Walter purchase price adjustments.	0.40
01/31/13	ST	Review updated draft of Walter funds flow.	0.50
Total Hours			51.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	1.70	960.00	1,632.00
Marc E Landy	4.70	695.00	3,266.50
Scott Tandberg	20.80	525.00	10,920.00
Michael S Eisenberg	24.30	360.00	8,748.00
Total Hours & Fees	51.50		24,566.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
01/02/13	HK	Participate in portion of UCC co-chair (Becker, Dubel) call with Kramer Levin (Eckstein, Mannal), and Moelis (Dermont). Topics: Mediation/Plan negotiations update, confidentiality agreements, FHA loan sale update; AIP motion; PwC consent order.	1.30
01/02/13	ST	Participate on a portion of call with UCC co-chairs and UCC advisors to discuss case issues in preparation for UCC call.	1.10
01/03/13	ST	Participate on weekly UCC call with UCC and advisors to discuss case issues.	2.90
01/03/13	HK	Participate in portion of telephonic UCC meeting. Topics included: (i) Company presentation (ii) mediation/Plan negotiations (iii) PwC consent order update (iv) Committee Examiner submission (v) post sale corporate governance (vi) information sharing protocol (vii) FHA loan sale (viii) pending motions.	2.80
01/03/13	MSE	Participate in a portion of UCC telephonic meeting.	2.50
01/08/13	ST	Participate on call with UCC and UCC advisors to discuss meeting planning.	0.60
01/08/13	HK	Participate in UCC meeting with Kramer Levin (Mannal, Eckstein) and Moelis regarding Plan negotiations.	0.60
01/08/13	DO	Participate on all-hands U.C.C. weekly conference call regarding on-going Creditor issues, Debtor issues, and Committee Claims.	0.60
01/08/13	MA	Participate in portion of UCC call.	0.50
01/09/13	MEL	Participate in UCC meeting at Kramer Levin's office.	4.60
01/09/13	HK	Attend UCC advisor presentation to Ally Financial on potential claims against Ally including pre-meeting with various UCC legal and financial advisors.	3.40
01/09/13	HK	Attend UCC meeting. Topics addressed included Debtors proposed AIP program, GSE discussions, case administration issues and plan negotiations.	4.60
01/09/13	ST	Participate in meeting with UCC and advisors to discuss case issues and plan negotiations.	4.60
01/15/13	MEL	Attend part of UCC meeting.	2.50
01/15/13	ST	Participate in weekly meeting with UCC and advisors to discuss case issues.	3.80



Residential Capital, LLC
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New York, NY 10036

Invoice # 2046650-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
01/15/13	DO	Participate in All-Hands Creditors Committee Meeting addressing strategic Claim and Plan issues.	3.80
01/21/13	HK	Participate in portion of UCC co-chair (Dubel, Currchak) and Kramer Levin (Eckstein; Mannal) call on status update. Topics included: sale update, executive compensation, AIP motion, RMBS allocation formula, Motion seeking class certification.	1.00
01/22/13	HK	Prepare for meeting with Kramer Levin and UCC co-chairs on 1/23/13 regarding AFI historical contributions.	1.30
01/22/13	HK	Attend AFI presentation to UCC's analysis of potential claims against AFI.	4.00
01/22/13	DO	Participate on full Creditor Committee conference call, including Debtor's presentation on status of sales, FANNIE & FREDDY MAC negotiations and F.R.B. issues; and agenda items of the Committee.	1.70
01/22/13	ST	Participate on portion of weekly call with UCC and UCC advisors to discuss case issues.	2.50
01/22/13	MSE	Participate in a portion of UCC meeting.	2.00
01/22/13	MEL	Participate in portion of UCC weekly meeting.	2.00
01/23/13	DO	Participate in Creditor's Committee meeting with respect to disputed items (e.g. capital contributions from Ally; Insolvency; inter-company accounts; and piercing the corporate veil).	3.10
01/24/13	ST	Participate in portion of meeting with UCC and UCC advisors to discuss plan negotiations.	2.90
01/24/13	MEL	Attend portion of UCC meeting to discuss plan issues.	3.90
01/24/13	DO	Participate telephonically in portion of UCC meeting for discussion of Plan Issues.	0.80
01/24/13	HK	Participate in portion of UCC meeting. Topics included updates on Examiner and AFI meeting and plan negotiations.	3.50
01/30/13	ST	Participate on call with UCC co-chairs and advisors to discuss agenda for UCC meeting and case issues.	1.10
01/30/13	HK	Participate in portion of telephonic UCC co-chair update with co-chairs (Dubel, Curchak), Kramer Levin (Eckstein, Mannal), Moelis (Dermont) and others. Topics included:	1.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
		sale update, AFI meeting update, RMBS update, selected other topics.	
01/31/13	DO	Participate in a portion of all-hands Creditor Committee conference call.	0.80
01/31/13	MA	Participated in portion of UCC call.	0.60
01/31/13	ST	Participate in portion of weekly UCC call with UCC and advisors to discuss case issues.	2.10
01/31/13	MEL	Participate in weekly UCC call.	2.20
Total Hours			76.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-7

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	23.50	960.00	22,560.00
Denis O'Connor	10.80	960.00	10,368.00
Marc E Landy	15.20	695.00	10,564.00
Mercedes Arango	1.10	695.00	764.50
Scott Tandberg	21.60	525.00	11,340.00
Michael S Eisenberg	4.50	360.00	1,620.00
Total Hours & Fees	76.70		57,216.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
01/02/13	DS	Performed change analysis re: updated draft of Trial Balance	2.50
01/02/13	MEL	E-mails with FTI and Ally regarding follow-up on requests related to OID analysis	0.60
01/03/13	DS	Make revisions to change analysis re: updated draft of Trial Balance	2.80
01/04/13	MSE	Prepare schedule of changes in JSN collateral values.	3.20
01/04/13	TMT	Production of 5-13-12 trial balance reflecting potential claims against Revolver and Blanket Lien collateral	3.50
01/04/13	TMT	Analysis of Junior Secured Note claim considering potential collateral claims and original issue discount	0.90
01/04/13	TMT	Analysis of changes in collateral balances in 5-13-12 updated trial balance	1.60
01/07/13	TMT	Analysis of allocation of Berkshire Hathaway sale proceeds among asset classes and loan facility collateral	1.40
01/07/13	TMT	Analysis of changes in collateral balances in 5-13-12 updated trial balance	2.20
01/07/13	DO	Analyze claims, positions and intercreditor priority analyses of key creditor groups, (Junior Secured, Senior Unsecured; Security Claims, etc.)	0.80
01/07/13	DO	Discuss Junior Secured Note claims and various issues and adjustments (e.g., O.I.D.) to those claims with M. Landy and T. Toaso.	1.00
01/07/13	TMT	Review of changes in asset value by loan facility collateral from 5-13-12 to 1-31-13	1.40
01/07/13	TMT	Junior Secured Notes collateral analysis discussion with Denis O'Connor and Marc Landy	1.00
01/07/13	MSE	Make revisions to JSN collateral analysis schedules.	1.70
01/07/13	MSE	Call with Kramer Levin (J. Shifer) to discuss JSN collateral values.	1.20
01/07/13	MEL	Discussions with Denis O'Connor and Todd Toaso regarding collateral impacts on waterfall.	1.00
01/08/13	MEL	Call with KL (Daniels, Chass) and PSZJ (Feinstein) to discuss status of collateral motion, etc.	0.50
01/08/13	MSE	Review collateral values of JSN assets.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
01/08/13	TMT	Junior Secured Notes collateral analysis discussion with Denis O'Connor and Marc Landy	0.50
01/08/13	DO	Discuss collateral issues arising from AFI Letter of Credit; AFI Revolver and Junior Secured Notes first and second claims) with M. Landy.	0.50
01/08/13	TMT	Drafting of request to Debtor's counsel and advisors regarding supporting material for updated 5-13-12 trial balance	0.40
01/08/13	TMT	Call with Kramer Levin (Elan Daniels and Mark Chass) and PSZJ (Rob Feinstein, John Morris, Henry Kevane) regarding collateral complaint against Junior Secured Note holders	0.60
01/14/13	MSE	Review outstanding items re: collateral	0.30
01/16/13	MSE	Prepare updated analysis of JSN collateral.	2.10
01/17/13	DO	Review Junior Secured Notes Schedules and analyses of collateral and priority slices of collateral.	0.50
01/17/13	MSE	Review of changes in DIP collateral.	1.90
01/18/13	DO	Review pleadings supporting Committee's right to prosecute and settle claims of the Debtors with respect to alleged collateral provided to the Junior Secured Note Holders.	0.50
Total Hours			35.20



Residential Capital, LLC
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New York, NY 10036

Invoice # 2046650-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	3.30	960.00	3,168.00
Marc E Landy	2.10	695.00	1,459.50
Todd Toaso	13.50	475.00	6,412.50
Michael S Eisenberg	11.00	360.00	3,960.00
Davin Strouse	5.30	280.00	1,484.00
Total Hours & Fees	35.20		16,484.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/02/13	HK	Discuss engagement status with Marc Landy	0.30
01/02/13	MA	Reviewed various emails from Kramer related to next steps of investigation.	0.50
01/02/13	MA	Reviewed Forensic Investigations workplan.	0.20
01/02/13	MA	Discussed next steps of investigation with S. Ettari (Kramer).	0.30
01/02/13	MEL	Case status update discussion with H. Kelly.	0.30
01/02/13	BPJ	Review of 2008/2009 capital support from Ally to Ally Bank.	2.50
01/02/13	SC	Document search and review on the \$1.5B capital contributions to Ally Bank by GMAC in 2009.	3.80
01/02/13	SEK	Conducted relativity searches on HFS Ally Loan contribution	3.00
01/03/13	BPJ	Review of 2008/2009 capital support from Ally to Ally Bank.	3.00
01/03/13	SEK	Conducted relativity searches on HFS Ally Loan contribution	1.50
01/03/13	SEK	Reviewed documents relating to the HFS Ally Loan contribution	1.50
01/03/13	MEL	Review documents related to use of TARP funds.	0.50
01/03/13	MEL	Review documents related to GMAC Bank capital contributions.	0.60
01/03/13	MEL	Update work plan related to TARP analysis with M Arango (AP).	0.30
01/03/13	MA	Revised investigations work plan.	2.00
01/03/13	MA	Reviewed documents identified by Kramer related to investigation.	1.50
01/03/13	MA	Reviewed various emails from Kramer related to next steps of investigation.	0.50
01/03/13	MA	Discussed revised investigations work plan with M. Landy and various team members.	1.70
01/03/13	MA	Discussed revised investigations work plan with S. Ettari (Kramer).	0.30
01/03/13	MSE	Review Ally Bank financial statements related to capital	2.90



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New York, NY 10036

Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		contributions.	
01/04/13	MSE	Search Relativity for Ally Bank board materials.	1.20
01/04/13	MSE	Call with Kramer Levin (including S. Ettari) regarding Ally Bank capital.	0.40
01/04/13	DO	Analyze Plan and Framework and Formulation alternatives.	0.80
01/04/13	SMA	Conference call with KL to discuss TARP.	0.30
01/04/13	MSE	Prepare schedules of historical Ally Bank capital ratios.	2.30
01/04/13	MA	Researched open items from documents provided by Kramer.	0.50
01/04/13	MA	Researched capital contributions from GMAC to ResCap.	2.00
01/04/13	MA	Discussed open items and next steps with various members of investigations team and revised work plan accordingly.	1.70
01/04/13	MEL	Call with Kramer Levin (Ettari) regarding GMAC Bank.	0.30
01/04/13	MA	Discussed open items and next steps with S. Ettari (Kramer).	0.80
01/04/13	MA	Conducted additional research on GMAC capital contributions to ResCap.	1.00
01/04/13	MEL	Review documents for potential impact on solvency analysis.	1.30
01/07/13	MEL	Discussion with M. Arango regarding status of investigation.	0.50
01/07/13	MA	Reviewed documents provided by Kramer and responded to open questions.	1.00
01/07/13	MA	Discussed draft Kramer document with S. Ettari (Kramer).	0.50
01/07/13	MA	Review draft document from Kramer	2.80
01/07/13	SEK	Conducted relativity searches on HFS Ally Loan contribution	3.00
01/07/13	SEK	Prepared summary related to HFS Ally Loan contribution	0.70
01/07/13	SEK	Reviewed documents relating to the HFS Ally Loan contribution	3.80
01/07/13	MA	Discuss draft docs provided by KL with M. Landy	0.50
01/07/13	SMA	Relativity searches for documents related to held for sale securities contributed to Rescap	4.70
01/07/13	SMA	Review of GMAC September 2008 ALCO presentation	0.30
01/07/13	SMA	Review Ally HFS contribution to Rescap	0.30



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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/07/13	SMA	Review of October 2010 Ally Bank Strategic and Business Plans	1.20
01/07/13	SMA	Review GMAC Q4 2009 MCRC presentation	0.40
01/07/13	SMA	Review of Rescap BoD minutes	0.40
01/07/13	MSE	Follow-up call with Moelis (S. Hasan) regarding Ally Bank MSR valuations.	0.60
01/07/13	MSE	Research 2009 Ally Bank MSR value changes.	1.30
01/07/13	MSE	Call with Moelis (S. Hasan) regarding Ally Bank MSR value.	0.30
01/08/13	DO	Review attachments to R. Ringer's email (various pleadings, press release and notices).	0.50
01/08/13	DO	Review email from R. Ringer summarizing issues for weekly U.C.C. call.	0.10
01/08/13	MSE	Prepare schedule of Ally Bank capital ratio analysis.	1.30
01/08/13	MA	Discussed status of pending work streams with various members of investigations team.	1.50
01/08/13	MA	Conducted additional research on GMAC capital contributions to ResCap and prepared summary of findings for Kramer.	3.50
01/09/13	MA	Reviewed 2010 and 2011 GMAC board minutes.	1.70
01/09/13	MA	Reviewed draft work product.	1.50
01/09/13	SEK	Prepared analysis relating to Automotive and Mortgage divisions of Ally Bank	2.50
01/09/13	SEK	Conducted relativity searches relating to Automotive and Mortgage divisions of Ally Bank	1.00
01/10/13	MA	Reviewed document provided by S. Ettari and prepared summary of findings.	1.40
01/10/13	MA	Discussed next steps with S. Ford (Kramer).	0.50
01/10/13	MA	Reviewed Investigations workplan	1.50
01/10/13	MEL	Begin development of presentation for UCC related to investigation of capital contributions.	1.80
01/10/13	MEL	Analysis of e-mail requested by S. Ettari.	0.70
01/10/13	MA	Reviewed documents provided by Kramer for upcoming meeting.	2.00



Residential Capital, LLC
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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/10/13	DO	Review Committee Report address A.F.I. dispute/settlement and other plan issues.	0.30
01/10/13	SMA	Research related to contribution of the HFS loans	0.30
01/11/13	TMT	Drafting of outline for capital contribution presentation to be delivered to UCC	2.40
01/11/13	MA	Discussed next steps on presentation to Kramer with M. Landy and M Eisenberg.	0.90
01/11/13	MSE	Prepare schedules of historical tangible net worth covenants.	1.90
01/11/13	MSE	Call with AP team (M. Landy, M. Arango) regarding historical capital transaction presentation.	0.90
01/11/13	MEL	Discuss workplan with M Arango (AP) and M Eisenberg (AP)	0.90
01/11/13	MEL	Develop work plan for UCC presentation regarding Ally contributions.	4.60
01/11/13	MA	Reviewed AP investigations workplan.	3.50
01/11/13	MA	Discussed presentation to Kramer with S. Ettari and N. Simon (Kramer) and H. Kelly and M. Landy.	0.30
01/11/13	MA	Reviewed research conducted by T. Muzzin on question from S. Ettari related to GMAC Bank.	0.40
01/11/13	DS	Perform analysis of Ally capital contributions to ResCap	3.30
01/13/13	DS	Research of Public Filings, Board of Directors minutes re: Pros and Cons of Capital Contributions	3.00
01/13/13	MSE	Review of GMAC earnings briefing reports related to capital support transactions.	2.30
01/13/13	MA	Conducted research for upcoming presentation for Kramer.	0.50
01/14/13	MSE	Develop schedules of historical leverage ratio analysis.	1.40
01/14/13	MSE	Review AFI - ResCap capital contribution presentation.	1.60
01/14/13	MSE	Prepare summary of AFI TARP receipts.	2.10
01/14/13	MSE	Prepare schedules for AFI-ResCap capital contribution presentation.	3.20
01/14/13	MA	Reviewed draft presentations to Kramer Levin.	2.00
01/14/13	MA	Reviewed numerous emails from S. Ettari (Kramer) and reviewed related documents and responded to questions.	0.80
01/14/13	MA	Conducted research for draft presentation for Kramer.	3.00



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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/14/13	MA	Worked on draft presentation for Kramer.	4.20
01/14/13	TMT	Drafting of summary observations regarding capital contributions made by Ally to ResCap from 2007 through petition date	3.60
01/14/13	TMT	Analysis of impact of net losses and capital contribution on ResCap equity, 2007 through petition date	3.50
01/14/13	SMA	Edits to capital contribution presentation	5.10
01/14/13	TMT	Preparation of capital contribution graphs for UCC presentation	2.10
01/14/13	SMA	Review of APLLP capital contribution presentation.	0.80
01/14/13	SMA	Review of Historical Ally - ResCap Relationship	0.70
01/14/13	DO	Review Ally memo on capital contributions and map	0.60
01/14/13	DO	Participate with AP team in analysis of \$8 billion of capital contributions to ResCap during 2006-2012.	0.60
01/14/13	DS	Make revisions to AP analysis of capital contributions from Ally to ResCap	1.70
01/14/13	DS	Extracted and compiled information from Ally and ResCap public filings to be used within analysis of capital contributions from Ally	2.00
01/14/13	DS	Research of Public Filings, Board of Directors minutes re: Pros and Cons of Capital Contributions	2.50
01/14/13	SEK	Prepared presentation slides related to HFS Ally Loan contribution	3.10
01/14/13	ST	Review foreclosure review articles and modification proposals.	0.40
01/14/13	MEL	Prepare presentation related Ally/ResCap capital contributions.	4.50
01/15/13	MEL	Revise presentation regarding Ally contributions to ResCap.	5.00
01/15/13	SC	Search for documents for quotes in capital contribution deck	3.10
01/15/13	SC	Continued to search for document for the capital contribution deck	2.90
01/15/13	SEK	Reviewed Capital Contributions presentation	2.80
01/15/13	DS	Extracted and compiled information from Ally and ResCap public filings to be used within analysis of capital	2.30



Residential Capital, LLC
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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		contributions from Ally	
01/15/13	DS	Make revisions to AP Capital Contributions analysis	1.80
01/15/13	DS	Analysis related to Ally Capital contributions to ResCap	2.00
01/15/13	TMT	Drafting of key takeaways for UCC presentation	3.50
01/15/13	DO	Analyze draft deck prepared for counsel and Committee regarding issues of fact with respect to Ally capital contributions made during 2007 through petition date.	0.70
01/15/13	TMT	Review of appendix materials included in capital contribution presentation to be delivered to UCC	3.10
01/15/13	TMT	Review of produced documents related to factors surrounding Ally to ResCap capital contributions	2.00
01/15/13	SMA	Make revisions to capital contribution presentation.	1.40
01/15/13	MA	Discussed status of work streams with members of investigations team.	1.00
01/15/13	MA	Reviewed documents and conducted research for draft presentation to Kramer.	1.50
01/15/13	MA	Analyze capital contributions and prepare parts of presentation for KL	1.00
01/15/13	MA	Review draft presentation of Ally capital contributions for KL	0.50
01/15/13	MA	Reviewed draft presentation to Kramer and provided comments to investigations team.	1.00
01/15/13	MSE	Make revisions to historical leverage ratio analysis.	1.20
01/16/13	MA	Review draft presentation of Ally capital contributions for KL	1.80
01/16/13	MA	Discussed upcoming meetings and presentation with S. Ettari (Kramer).	0.30
01/16/13	HK	Analyze AFI capital contributions.	2.70
01/16/13	DO	Review memo and attachment providing update from 1/15 Committee meeting prepared by Counsel.	0.10
01/16/13	DO	Review and revise Ally Capital Contribution analysis	0.50
01/16/13	MEL	Review contributions analysis deck.	1.50
01/16/13	MEL	Review case status and workplan.	0.50
01/16/13	MA	Review and revise investigations workplan	1.10



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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/17/13	MEL	Attend meeting at KL (Eckstein, Simon, et al.) to meet with ResCap and MoFo.	2.50
01/17/13	MEL	Call with S. Ettari (KL) Arango and Toaso to discuss analysis of contributions.	0.50
01/17/13	SC	Discussed forensic workplan with M Arango and S Alter	0.20
01/17/13	DO	Analyze capital contribution schedules assessing short-falls and related issues.	0.40
01/17/13	TMT	Analysis of related party forgiveness by ResCap to the benefit of GMACM and RFC	1.70
01/17/13	TMT	Call with Sam Ettari of Kramer Levin regarding Capital Contribution presentation	1.00
01/17/13	TMT	Discussion with M Arango and M Landy re: capital contributions	1.00
01/17/13	HK	Analyze reporting of AFI capital contributions.	1.80
01/17/13	SMA	Review of Board minutes related to HFS loans	2.90
01/17/13	SMA	Discussion with M Arango and S Chu regarding KL presentation to debtors	0.20
01/17/13	SMA	Review of KL presentation to debtors	0.60
01/17/13	MA	Discussed draft presentation with S. Ettari (Kramer) and M. Landy and T. Toaso.	1.00
01/17/13	MA	Attended Kramer presentation to the debtors (S. Ettari, K. Eckstein, N. Simon and J. Rochon).	2.50
01/17/13	MA	Prepared for Kramer presentation to the debtors.	0.50
01/17/13	MA	Discussed next steps on investigation with S. Alter and S. Chu.	0.20
01/18/13	MA	Conducted relativity searches for internal transaction memos on related party transactions. Reviewed documents found.	4.50
01/18/13	SMA	Review of significant transaction memos	1.40
01/18/13	MEL	Review documents provided by Kramer Levin.	0.50
01/22/13	MEL	Revise contribution analysis to reflect information discussed at Ally presentation to UCC.	2.00
01/22/13	MEL	Meet with H. Kelly to discuss analysis of Ally contributions.	0.50
01/22/13	MEL	Participate in meeting at K&E to hear Ally reaction to potential UCC causes of action.	3.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/22/13	ST	Review Kirkland's investigation response presentation.	1.10
01/22/13	SMA	Review investigations case update.	0.10
01/22/13	TMT	Discussion with M Arango re: capital contributions draft presentation	0.80
01/22/13	TMT	Analysis of capital contributions made to ResCap for the purpose of tangible net worth compliance	2.20
01/22/13	TMT	Preparation of graphical analysis of GMAC capital contribution made to ResCap	2.40
01/22/13	MA	Participated in K&E's presentation on AFI's response to Kramer's presentation on claims.	3.50
01/22/13	MA	Discussed presentation to Kramer with T. Toaso and reviewed draft document.	0.80
01/22/13	MA	Reviewed documents provided by Kramer on capital contributions and AFI presentation.	0.70
01/22/13	MA	Researched question on March 2009 AFI letter to SIGTARP for Kramer and prepared email summary of findings.	1.70
01/22/13	MA	Reviewed various significant transaction memos.	3.00
01/23/13	MA	Prepared for meetings with Examiner and Kramer/co-chairs by reviewing AP work product.	1.00
01/23/13	MA	Met with Kramer Levin (J. Rochon, N. Simon et al) and Chadbourne & Parke and the Examiner.	4.00
01/23/13	MA	Met with Kramer Levin (J. Rochon, N. Simon et al) and the co-chairs to discuss the AFI presentation and capital contributions to ResCap.	3.00
01/23/13	MSE	Review historical capital transactions between ResCap and Ally.	0.20
01/23/13	MSE	Review and comment on historical transaction capital contributions presentation.	1.60
01/23/13	TMT	Editing of capital contributions presentation in advance of UCC meeting	2.80
01/23/13	TMT	Updated of graphical representations of GMAC capital contribution made to ResCap	1.50
01/23/13	HK	Analyze historical ResCap bond trading prices.	0.50
01/23/13	HK	Present analyses of AFI contributions and bond prices to UCC co-chairs (Finkel, Dubel) and counsel from Jones Day,	3.20



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Re: Forensic Investigation - General
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Date	Consultant	Description of Services	Hours
		Clery Gottlieb, Loeb and Kramer Levin. Discussed AFI presentation and Examiner meeting.	
01/23/13	HK	Make revisions to AFI contribution analysis.	0.60
01/23/13	HK	Attend meeting with Examiner and Chadbourne & Park and Meisirow and Kramer Levin (Eckstein, Simon, Rochon, et al) to present UCC position on possible AFI claims.	4.30
01/23/13	MEL	Meeting at KL (Ettari, et al) with committee chairman (Dubel, Finkel) to discuss Ally contributions to Ally and recent Ally meeting.	3.00
01/23/13	MEL	Prepare for meeting at Kramer Levin, with committee chairmen to discuss Ally contributions and solvency.	5.50
01/24/13	SC	Review Significant Transaction Memos on a variety of transactions	1.10
01/24/13	MEL	Update analysis of Ally contributions to ResCap based on meeting with KL.	3.60
01/24/13	SEK	Conducted relativity searches for documents related to ResCap R&W/Early Payment Default "EPD" Reserves	3.50
01/24/13	DS	Analysis and revisions to AP capital contributions from Ally to ResCap analysis	3.10
01/24/13	SMA	Update discussion with M. Arango and S. Katzman regarding AFI meeting.	0.30
01/24/13	MSE	Create schedules and graphs of GMAC Bank tier 1 capital.	1.90
01/24/13	MSE	Analyze AFI TARP Contributions to ResCap	0.40
01/24/13	MSE	Prepare analysis of mortgage operations consolidating operations.	2.40
01/24/13	MSE	Call with Moelis (S. Hasan) regarding tier 1 bank capital ratios.	0.30
01/24/13	MA	Discussion of workplan with S. Alter and S. Katzman.	0.30
01/24/13	MA	Conducted research for supporting files. related to Ally capital contributions presentation.	0.50
01/25/13	MA	Met with D. O'Connor, M. Landy, T. Toaso to discuss Ally presentation.	1.10
01/25/13	MA	Reviewed AP work product on numerous Significant Transaction Memos.	1.80
01/25/13	MA	Reviewed GMAC financial statements in response to	0.90



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Re: Forensic Investigation - General
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Date	Consultant	Description of Services	Hours
		question from Kramer S. Ettari) on the formation of ResCap.	
01/25/13	MA	Responded to Kramer request for AP work product and TARP related materials. Conducted research on GMAC's TARP application.	2.20
01/25/13	MSE	Prepare schedules of consolidating mortgage operations balance sheet.	1.60
01/25/13	MSE	Review historical mortgage operations capital activity.	1.10
01/25/13	MSE	Prepare analysis of GMAC Bank Tier 1 capital ratios.	1.80
01/25/13	MSE	Research relativity for TARP related documents.	0.60
01/25/13	MSE	Review TARP capital contributions presentation with AP Team (including M. Landy and M Arango)	1.10
01/25/13	TMT	Review of draft ResCap proposal for TARP	1.10
01/25/13	TMT	Review of SIGTARP report on GMAC's use of TARP funds	1.00
01/25/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	3.50
01/25/13	MEL	Review TARP analysis to plan for update.	1.00
01/25/13	MEL	Meet with D. O'Connor, M. Arango, and M Eisenberg to discuss Ally presentation and required follow-up.	1.10
01/25/13	SC	Document search and review related to GMAC TARP application	3.00
01/28/13	SC	Document review of internal audit reports	3.60
01/28/13	SC	Document review of internal audit reports	4.40
01/28/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	4.00
01/28/13	SEK	APLLP call to discuss R&W/solvency analysis	0.60
01/28/13	HK	Follow-up on Examiner questions regarding selected reasonably equivalent value questions on selected transactions.	2.00
01/28/13	DO	Review Committee counsels updating memos.	0.20
01/28/13	TMT	Review of capital contributions made to ResCap in the quarter ended March 31, 2008	0.80
01/28/13	DO	Analyze ResCap payments/transfers of volume to A.F.I./Ally to assess offsets to capital contributions by Ally to ResCap.	0.60



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Date	Consultant	Description of Services	Hours
01/28/13	DO	Review Committee meeting minutes.	0.10
01/28/13	DO	Discussions with M. Arango and M. Landy regarding support to counsel on Financial issues in submission to the Examiner.	0.50
01/28/13	MA	Conducted relativity research for significant transaction memos.	4.30
01/29/13	MA	Prepared materials for Kramer for Examiner submission.	3.80
01/29/13	MA	Conducted research on 2006 dividends paid by ResCap for Kramer.	0.50
01/29/13	MA	Reviewed documents provided by Kramer and provided summary of findings.	0.70
01/29/13	MA	Discussed Examiner submission with Kramer (N. Hammerman and S. Ettari).	0.20
01/29/13	MA	Discussed Examiner submission with Kramer (C. Siegel and S. Ettari) and M. Landy and D. O'Connor.	1.10
01/29/13	MA	Conducted relativity research for Significant Transaction memos.	1.50
01/29/13	MA	Reviewed document provided by Kramer for upcoming call.	0.70
01/29/13	DO	Analyze ResCap 2005-2009 capital levels in preparation for conference call with Committee attorneys.	0.80
01/29/13	DO	Analyze changes in ResCap's credit ratings during time period under review to assist counsel in adequacy of capital positions/disputes.	0.30
01/29/13	DO	Conference call w/C. Siegel (Kramer Levin); S. Atari (KL); M. Arango and M. Landy regarding adequacy of ResCap capital levels and factors during 2005-2012 affecting and measuring ResCap's adequacy of capital.	1.10
01/29/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	3.00
01/29/13	SEK	Reviewed documents related to ResCap R&W/EPD Reserves	2.50
01/29/13	SC	Document search and review for EPD reserves	4.20
01/29/13	SC	Document search and review for R&W reserves	3.80
01/29/13	MEL	Review 2006 financial statements with respect to dividends paid to AFL.	1.20



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Date	Consultant	Description of Services	Hours
01/29/13	MEL	Call with C. Siegel (KL) Arango and O'Connor to discuss capitalization.	1.10
01/30/13	MEL	Call with Siegel (KL) Arango, OConnor to discuss Ally Contributions.	0.80
01/30/13	SC	Document search and review on reserves in 2006	3.70
01/30/13	SC	Document search and review for reserves in 2007	4.30
01/30/13	SEK	Compiled document review summary relating to ResCap R&W/EPD Reserves	3.00
01/30/13	SEK	Reviewed documents related to ResCap R&W/EPD Reserves	3.50
01/30/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	1.50
01/30/13	DO	Review deck of financial data and bond prices prepared for C. Siegel & S. Atari (Kramer Levin) with regard to submission for examiner.	0.40
01/30/13	DO	Conference call with KL reps (C. Siegel; M. Mosses and S. Atari) M. Landy and M. Arango regarding adequacy of capital analysis and positions for submissions to Examiner.	1.00
01/30/13	HK	Follow-up on UCC request for analysis of cash available for JSB payment.	0.70
01/30/13	HK	Discuss with Ralph Tuliano (Mesirow) the Examiner's request to receive UCC solvency analysis.	0.30
01/30/13	SMA	Analysis of Capital contributions committee presentation	0.30
01/30/13	MA	Conducted additional research on 2006 dividends paid by ResCap for Kramer. Discussed analysis and sent findings to S. Ettari (Kramer).	1.00
01/30/13	MA	Discussed creditor recovery analysis with S. Ettari (Kramer).	0.50
01/30/13	MA	Discussed examiner submission with Kramer (C. Siegel, S. Ettari and M. Moses) and D. O'Connor and M. Landy.	0.80
01/31/13	MA	Reviewed numerous relativity documents related to EPDs and repurchases.	1.50
01/31/13	MA	Reviewed SIGTARP report on AFL.	0.60
01/31/13	MA	Reviewed various news articles related to ResCap.	1.00
01/31/13	MA	Reviewed document provided by S. Ettari (Kramer) and provided summary of findings. Discussed issues with S.	0.80



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Re: Forensic Investigation - General
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Date	Consultant	Description of Services	Hours
		Ettari.	
01/31/13	MSE	Review SIGTARP GMAC TARP contribution report.	1.70
01/31/13	MA	Research trading volume for ResCap bonds.	0.30
01/31/13	MA	Reviewed various GMAC investor presentations.	2.20
01/31/13	SEK	Compiled document review summary relating to ResCap R&W/EPD Reserves	3.80
01/31/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	2.20
01/31/13	SC	Summarize documents related to R&W reserves and EPD reserves	3.60
01/31/13	SC	Prepared summary of documents found re: R&W reserves and EPD reserves	1.90
01/31/13	MEL	Review documents as requested by KL.	1.60
Total Hours			411.70



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Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	16.40	960.00	15,744.00
Denis O'Connor	9.60	960.00	9,216.00
Seth M Alter	21.70	645.00	13,996.50
Brian P Jenkins	5.50	645.00	3,547.50
Marc E Landy	51.70	695.00	35,931.50
Mercedes Arango	109.90	695.00	76,380.50
Todd Toaso	36.50	475.00	17,337.50
Sunny Chu	43.60	475.00	20,710.00
Scott Tandberg	1.50	525.00	787.50
Sarah E Katzman	54.00	325.00	17,550.00
Michael S Eisenberg	39.60	360.00	14,256.00
Davin Strouse	21.70	280.00	6,076.00
Total Hours & Fees	411.70		231,533.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
01/01/13	DO	Review frequency rate assumptions underlying rep and warranty adjustments in solvency analysis.	0.50
01/01/13	DO	Compare frequency rate assumptions utilized for our rep and warranty adjustments to publicly available comparables.	0.60
01/02/13	DO	Review ResCap Discussion Document dated 1/30/07 outlining "Areas of Concern" for balance sheet accounts included in our insolvency analysis.	1.20
01/02/13	DO	Follow-up conversation with T. Toaso and M. Landy regarding analyses to complete regarding estimating claims for securities Fraud; Borrower and Mono-line Claims.	0.40
01/02/13	DO	Conference call with P. Bentley & D. Blabey (Kramer Levin); M. Landy and T. Toaso regarding Securities Fraud; Borrower and Mono-Line Claims' legal theory for purposes of estimated claim contingencies.	0.70
01/02/13	DO	Analyze Rep & Warranty Reserve assumptions for Early Payment Defaults (EPD) and Post EPD Defaults.	0.60
01/02/13	DS	Review of relativity documents related to AP solvency analysis	0.80
01/02/13	TMT	Analysis of RMBS liability classifications	1.80
01/02/13	TMT	RMBS liability call regarding classifications of claims with Kramer Levin (Phil Bentley, David Blabey)	0.70
01/02/13	MEL	Discuss document provided by counsel related to potential solvency adjustments in 2006 with Denis O'Connor.	0.40
01/02/13	MEL	Conduct search on Relativity for documents related to document provided by counsel	1.60
01/02/13	MEL	Call with P. Bentley and D. Blabey regarding RMBS liability.	0.70
01/02/13	MEL	Follow-up with D. O'Connor and T. Toaso following call with P. Bentley and D. Blabey regarding RMBS liability.	0.30
01/02/13	MEL	Review document provided by counsel related to potential solvency adjustments in 2006	0.70
01/02/13	SMA	Relativity searches for division or segment details of the breakout between the mortgage division and the auto division of GMAC bank.	3.40



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
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Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
01/03/13	MEL	Update work plan related to Solvency analysis.	0.50
01/03/13	AM	Review of ResCap discussion document from January 2007, compare with data used from 2007 solvency analysis	4.00
01/03/13	AM	Review of quarterly reports for 2008 for ResCap to obtain information on loans held for sale and investment	1.40
01/03/13	MEL	Review documents related to potential solvency adjustments	1.40
01/03/13	MEL	Review status of potential solvency adjustments.	1.10
01/03/13	TMT	Analysis of credit enhancement connected to 392 RMBS trusts	3.20
01/03/13	TMT	Allocation of RMBS liability among wrapped and unwrapped RMBS trusts	3.80
01/03/13	DO	Analyze Exposure Ranges for ResCap asset reserves & liability accounts contained in ResCap documents provided by Kramer Levin and compare to estimated reserves and adjustments included in the Insolvency Analysis.	1.30
01/03/13	DO	Continue review of cases provided by counsel with regard to transfers of "substantially all assets" with respect to the Bank Deconsolidation transactions.	0.50
01/03/13	DO	Analyze key Rep & Warranty assumptions (e.g. severity; frequency; loss share rate) utilized by other experts and map to assumptions utilized in our Insolvency analysis.	1.10
01/03/13	DO	Review updated analysis of book to market multiples of comparable companies to assess fair value deficiencies in the Bank Deconsolidation transaction.	0.60
01/04/13	DO	Review MLHS (Mortgage Loans Held for Sale) insolvency adjustment support.	0.40
01/04/13	DO	Review metrics for securities fraud claims and counsel's input on loyal foundation for calculations.	0.60
01/04/13	DO	Analyze Committees experts reports on Rep & Warranty claim estimates.	1.70
01/04/13	MA	Reviewed documents provided by Kramer and provided commentary on findings.	2.50
01/04/13	MEL	Review financial analyses related to GMAC Bank	1.90
01/07/13	MA	Conducted research on GMAC Bank financial statements.	1.00



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
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Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
01/07/13	DO	Review email and supporting schedule from KL (R. Ringer) regarding delays in closing sale of platform and related assets.	0.30
01/07/13	DO	Review Memo of Law prepared by G. Siegel (Dechert) regarding mono-line insurer's claims.	0.40
01/07/13	DO	Review key economic claims and assertions supporting debtor's claims against AFL.	0.60
01/07/13	DO	Analyze set-offs to Bank Deconsolidation transaction.	0.60
01/07/13	SC	Review public filings and prepare chronology for 2010 and 2011 major events	4.10
01/07/13	MJB	Valuation analysis of GMAC Bank	0.20
01/07/13	MA	Review workplan re: GMAC Bank segment analysis and GMAC loan contribution to ResCap in 2009	0.80
01/07/13	SMA	Review of Bank consolidating financial statements	1.60
01/07/13	SMA	Review of Ally 2009 earnings briefing binders	0.80
01/07/13	JLK	Updated bank trading multiples/values for year end	1.30
01/08/13	SMA	Review of consolidating financial statements	0.90
01/08/13	SMA	Gmac bank financial statement analysis	1.40
01/08/13	SMA	Analyze GMAC Bank quarterly financial statement disclosures	0.30
01/08/13	DO	Map significant assumption differences and associated value impact with respect to Rep & Warranty Put-Back liability of Expert's Reports submitted to court.	0.50
01/08/13	MA	Conducted additional research and document review related to segment analysis of GMAC Bank.	2.00
01/09/13	MA	Reviewed various Relativity documents related to GMAC Bank.	1.80
01/09/13	MA	Reviewed draft segment analysis of GMAC Bank and discussed with S. Alter and S. Katzman.	0.90
01/09/13	SMA	Review of GMAC bank financial statements	2.60
01/09/13	SMA	Review and analysis of automotive v mortgage quarterly bank financial statements	5.70
01/09/13	SMA	Research related to bank segment analysis.	1.20



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
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Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
01/09/13	SMA	Discussions with M. Arango and S. Katzman regarding bank segment analysis.	0.90
01/09/13	DO	Analyze charts and schedules depicting collateral pools/asset lists allocated to the JSN's to assess second lien claims.	0.80
01/09/13	SEK	Discuss segment analysis of GMAC Bank and discussed with S. Alter and M Arango	0.90
01/10/13	DO	Analyze AFI Capital/Earnings to assess its thresholds for settlement funding.	0.30
01/10/13	DO	Review Bank Deconsolidation market comparables and charges to peer group.	0.40
01/10/13	SMA	Research related to the Banks inception.	0.20
01/10/13	SMA	Review of GMAC 2010 form 10k	0.60
01/10/13	MA	Conducted research for S. Ettari on questions related to GMAC Bank.	0.60
01/11/13	MEL	Conduct analysis related to e-mail identified by S. Ettari.	0.70
01/11/13	MA	Discussed document provided by S. Ettari and GMAC Bank with M. Landy and T. Muzzin and researched issue.	0.70
01/11/13	DO	Analyze T.N.W. and GMAC covenants/liquidity issues that were neutralized by virtue of capital and debt transactions with ResCap.	0.80
01/11/13	DO	Prepare analyses requested by counsel with regard to GMAC's capital and debt transactions with ResCap and presentation for Counsel and Committee.	2.40
01/11/13	AM	Discussions with M. Arango and M. Landy re: fair value / impairment on IB Finance transaction	0.70
01/11/13	AM	Search of relativity for information relating to potential impairment on IB finance assets	1.10
01/11/13	AM	Review of accounting guidance for information relating to potential impairment on IB finance assets	0.80
01/11/13	AM	Summarize findings on IB finance impairment	0.60
01/11/13	MEL	Discussion with M Arango and T Muzzin re: GMAC Bank transaction/ Fair Value	0.70
01/13/13	MA	Reviewed documents provided by Kramer related to GMAC Bank and provided summary of findings.	2.50



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
01/14/13	DO	Analyze rep and warranty calculations for insolvency analysis.	0.40
01/14/13	DO	Review emails and analysis provided by counsel to further assess Bank Deconsolidation issues.	0.50
01/14/13	DO	Review motions and pleadings regarding Annual Incentive Plan.	0.20
01/15/13	DO	Analyze rep and warranty claims and assess comparables for purposes of insolvency analysis.	0.40
01/16/13	MA	Conducted research on GMAC Bank related documents on Relativity and reviewed key documents.	3.80
01/16/13	SC	Continue to review Bank BOD minutes and packages	2.40
01/16/13	SC	Download and review Bank BOD minutes and packages	3.60
01/16/13	SMA	Review analysis related to HFS Loans	0.30
01/16/13	SMA	Searches for documents related to HFS loans contributed to Rescap	3.70
01/16/13	SMA	Analysis of 12/15/09 GMAC board package	0.40
01/16/13	SMA	Review of Mortgage Division and Affiliate Transaction Summary analyses	2.40
01/16/13	SMA	Analysis of GMAC bank "Due diligence information" presentation	3.10
01/16/13	SMA	Searches for GMAC bank financial data	0.20
01/16/13	TMT	Analysis of ResCap interest expense incurred in relation to Ally debt	2.80
01/16/13	SEK	Reviewed documents relating to breakdown of GMAC Bank by division	1.70
01/16/13	SEK	Conducted relativity searches for breakdown of GMAC Bank by division	2.80
01/17/13	TMT	Analysis of non-interest expenses charged by Ally to ResCap, GMACM, and RFC	3.00
01/17/13	TMT	Analysis of ResCap interest expense incurred in relation to Ally debt	3.50
01/17/13	SMA	Relativity searches for mortgage division affiliate documentation	2.30



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Date	Consultant	Description of Services	Hours
01/17/13	SC	Searched and reviewed Affiliate Transaction memos	4.00
01/17/13	SMA	Review of GMAC bank 2008 financial projections by segment	0.80
01/17/13	DO	Review emails identified by counsel with regard to insolvency issues.	0.50
01/17/13	MA	Reviewed GMAC Bank BOD materials and minutes.	3.00
01/18/13	DO	Analyze Ally/ResCap on-going related party transactions.	0.70
01/18/13	DO	Review updated Plan of Reorganization issue analysis.	0.40
01/18/13	TMT	Analysis of ResCap interest expense incurred in relation to Ally debt	2.20
01/18/13	TMT	Analysis of related party forgiveness by ResCap to the benefit of GMACM and RFC	2.20
01/21/13	DO	Analyze Ally/ResCap transactions during November 2012	0.40
01/21/13	DO	Review mortgage repurchase reserve observations from ResCap email retrievals.	0.60
01/22/13	SMA	Analysis of bank deconsolidation significant transaction memos	3.60
01/22/13	DO	Follow-up on insolvency issues raised by Ally/K&E at ResCap Creditors/Ally meeting.	1.10
01/23/13	SMA	Analysis of bank deconsolidation significant transaction memos	2.70
01/23/13	DO	Analyze bank deconsolidation assertions from representatives of K&E/Ally for short comings, inconsistencies and factual errors.	1.20
01/23/13	DO	Analyze insolvency adjustments in light of assertions made by representatives from Ally/K&E.	1.60
01/23/13	SMA	Analysis of r & w liability significant transaction memos	1.80
01/23/13	TMT	Revisions to 2007 solvency analysis presentation in advance of UCC meeting	1.60
01/23/13	DO	Prepare for meeting with counsel regarding insolvency, bank deconsolidation and position's taken by K&E/Ally representatives.	1.40
01/23/13	TMT	Revisions to public debt price presentation in advance of	1.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		UCC meeting	
01/23/13	DS	Preparation of and revisions to AP Analysis materials re:Ally capital contributions to ResCap	2.20
01/23/13	DS	Preparation and revisions to ResCap Public Debt Analysis	1.60
01/23/13	DS	Preparation and revisions of AP Solvency analysis materials	1.40
01/23/13	DS	Analysis of internal audit files of ResCap loans within loans database	1.70
01/23/13	DS	Trading securities pricing data from Bloomberg re: ResCap Public Debt	1.10
01/23/13	AM	Review of lending receivables adjustment, rationale, and assumptions.	1.40
01/24/13	SEK	Reviewed GMAC Bank STMs	4.00
01/24/13	DS	Analysis of internal audit files of ResCap loans within loans database	1.30
01/24/13	TMT	Modeling of early payment defaults related to ResCap's 392 PLS securities issued from 2004 through 2007	4.20
01/24/13	SMA	Discussion with M. Arango and S. Katzman regarding significant transaction memos.	1.00
01/24/13	TMT	Preparation of graphs for ResCap public debt trading prices for the years 2006 through 2008	3.80
01/24/13	DO	Prepare clarifying and rebuttal points to Bank Deconsolidation issues raised in Ally/K&E deck.	1.10
01/24/13	DO	Critically analyze Ally/K&E rebuttals to our positions with respect to the Bank Deconsolidation transactions.	2.20
01/24/13	MA	Reviewed documents related to draft solvency analysis.	0.70
01/24/13	MA	Reviewed summary of Significant Transaction Memos related to GMAC Bank.	1.00
01/25/13	DO	Review solvency analysis.	0.50
01/25/13	DO	Meeting with M. Landy and M. Arango to analyze shortcomings in Ally's/K&E Response to UCC's presentation - Bank Deconsolidation section (slides #110 - 194).	1.10
01/25/13	DO	Analyze mortgage default data put forth in Ally's/K&E Response to UCC Presentation for consistency/use in	0.70



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		insolvency analysis.	
01/25/13	SMA	Discussions with D. Strouse and S. Katzman regarding solvency analysis	0.30
01/25/13	SMA	Review of audit report database for deficient loans	1.40
01/25/13	SMA	Review of GMAC bank sale and deconsolidation significant transaction summary memo.	1.20
01/25/13	DO	Analyze insolvency adjustments after mapping Ally's/K&E Response to recount sections to assess consistency and need for updating.	0.80
01/25/13	SMA	Analysis of significant transaction memos.	4.90
01/25/13	TMT	Review of components of GMAC mortgage loss from 2007-2009	1.20
01/25/13	TMT	Review of capital levels at GMAC Bank from 2007-2009	1.60
01/25/13	SEK	Reviewed GMAC Bank STMs	3.20
01/25/13	DS	Discussion with S. Alter and S. Katzman regarding analysis of audit loan files for Early Payment Defaults and delinquencies.	0.30
01/25/13	SEK	Discussions with D. Strouse and S. Alter regarding loan audit files solvency analysis.	0.30
01/28/13	MEL	Discuss solvency analysis with D. O'Connor, T. Toaso, and H. Kelly.	2.00
01/28/13	MA	Discussed next steps on audit file reviews with S. Alter, S. Katzman, S. Chu, and D. Strouse.	0.80
01/28/13	MEL	Discuss Examiner's queries with M. Arango and D. O'Connor.	1.10
01/28/13	DO	Prepare arrangements and factual basis for inadequacy of ResCap's capital levels for discussion with counsel.	1.10
01/29/13	DO	Analyze First Quarter 2008 economic and financial factors impacting insolvency roll-forward work.	0.60
01/30/13	DO	Analyze Tangible Net Worth, Capitalization and Performance Metrics of comparable companies as ResCap 2005-2010 to assess peer group's adequacy of capital vs. ResCap.	0.80
01/30/13	HK	Review in detail assumptions underlying preliminary	2.00



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Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		solvency analysis.	
01/30/13	DO	Meeting with H. Kelly, M. Landy and T. Toaso to assess insolvency analysis for submissions to Examiner.	2.00
01/30/13	DO	Critically review insolvency analysis for open data points before submission to Counsel/Examiner.	0.60
01/30/13	MEL	Meeting with H Kelly, D O'Connor and T Toaso to discuss solvency analysis.	2.00
01/30/13	DS	Research re: Bradford Cornell Expert report in connection with solvency analysis	0.90
01/30/13	DS	Make revisions to AP Solvency Analysis.	1.10
01/30/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007 as of December 2007	3.40
01/30/13	TMT	Make revisions to December 2007 solvency analysis presentation	3.80
01/30/13	TMT	Discussion of 2007 solvency analysis with Harvey Kelly, Denis O'Connor, and Marc Landy	2.00
01/31/13	TMT	Analysis of produced Hyperion trial balances for period of December 2007 through March 2008	1.50
01/31/13	TMT	Revision of December 2007 solvency analysis presentation	2.00
01/31/13	TMT	Modeling and analysis of potential representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007 as of December 2007	3.10
01/31/13	DS	Reviewed potential 2007 solvency adjustments related to AP solvency analysis	2.10
01/31/13	TMT	Analysis of cumulative net losses incurred on ResCap issued securities as of December 2007	2.80
01/31/13	DS	Relativity searches and upload of ResCap Monthly Trial Balances and other discovery documents related to AP Solvency Analysis.	4.40
01/31/13	DS	Perform searches related to Bradford Cornell Expert report in connection with solvency analysis.	0.40
01/31/13	MEL	Revise solvency analysis presentation.	4.20
01/31/13	DO	Review Alvarez and Marsal insolvency submission to the	0.60



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		Examiner.	
01/31/13	DO	Review AP insolvency analysis presentation	1.10
01/31/13	DO	Discussions with M. Landy & T. Toaso regarding insolvency analysis.	0.50
Total Hours			247.00



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Invoice # 2046650-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.00	960.00	1,920.00
Denis O'Connor	40.40	960.00	38,784.00
Seth M Alter	49.70	645.00	32,056.50
Marc E Landy	19.30	695.00	13,413.50
Mercedes Arango	22.10	695.00	15,359.50
Marc J Brown	0.20	745.00	149.00
Todd Toaso	55.70	475.00	26,457.50
Sunny Chu	14.10	475.00	6,697.50
Tony Muzzin	10.00	475.00	4,750.00
Jarod L Kimble	1.30	475.00	617.50
Sarah E Katzman	12.90	325.00	4,192.50
Davin Strouse	19.30	280.00	5,404.00
Total Hours & Fees	247.00		149,801.50



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2046650-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/02/13	SC	New production document review for Resort Finance and ResMor	3.70
01/02/13	SMA	Relativity searches for Cerberus model home sales.	4.20
01/02/13	SMA	Relativity searches for GMAC financial statements.	0.80
01/02/13	SMA	Review docs related to 2008 model home sales.	0.20
01/03/13	SMA	Review workplan and engagement deadlines.	0.60
01/03/13	SC	Document search and review on Resort Finance sale	4.10
01/03/13	SC	Document search and review on Relativity for docs related to ResMor sale	3.90
01/04/13	AM	Review of presentation deck for Resort Finance sale	0.70
01/04/13	AM	Correspondence with M. Arango re: Ally presentation from September 2007 discussing asset sales	0.60
01/04/13	AM	Review of financial information for ResCap for 2009 and 2010 to determine the asset balances for the European platform sale	1.30
01/04/13	AM	Review of presentation deck for European Platform sale	0.60
01/04/13	AM	Review of Ally presentation from September 2007 discussing asset sales	0.40
01/04/13	AM	Review of financial information for GMAC for 2009 and 2010 to assess portfolio balance of loans for Resort Finance sale to Centerbridge	2.40
01/07/13	AM	Update of notes and findings re: asset level balances at time of sale for Resort Finance and European platform	1.80
01/07/13	AM	Correspondence with M. Arango re: asset level balances at time of sale for Resort Finance and European platform	0.60
01/07/13	AM	Review of documents referenced within transaction decks s re: asset level balances at time of sale for Resort Finance and European platform	1.80
01/07/13	AM	Development of bullet points and presentation for response to Kramer re: asset level balances at time of sale for Resort Finance and European platform	2.70
01/07/13	AM	Search of relativity for documents re: asset level balances at time of sale for Resort Finance and European platform	2.10
01/07/13	MA	Reviewed research on Resort Finance and European mortgage platform sale provided by T. Muzzin and	1.40



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
		discussed findings and next steps.	
01/08/13	AM	Search of Relativity for documents relating to ResMor sale	1.70
01/08/13	AM	Review of supporting documents referenced within transaction deck for ResMor sale	1.30
01/08/13	AM	Review of transaction deck for ResMor sale	0.70
01/09/13	AM	Document searches relating to Ally sale of ResMor trust	0.60
01/09/13	AM	Search Relativity for documents relating to ResMor sale.	1.40
01/09/13	AM	Review of financial statements for 2008 for ResCap to search for information relating to ResMor sale.	1.20
01/09/13	AM	Review of email correspondence documents located on Relativity relating to ResMor sale.	0.70
01/09/13	AM	Review of valuation calculation / supporting documentation for ResMor sale.	1.60
01/09/13	AM	Review of GMAC / Ally financial statements for 2008 - 2011 searching for information on ResMor performance and sale of business by GMAC	1.50
01/09/13	AM	Work on updating Resmor sale transaction deck	2.20
01/10/13	AM	Discuss ResMor transaction deck and open items with M. Arango	0.70
01/10/13	AM	Review of valuation documents relating to ResMor sale including reports and excel supporting schedules	2.60
01/10/13	AM	Work on updating transaction deck for ResMor	5.60
01/10/13	MA	Discussed ResMor transaction with T. Muzzin.	0.70
01/10/13	MA	Conducted research for S. Ettari on Factoring Facility.	0.50
01/10/13	MA	Reviewed updated ResMor investigations deck.	1.00
01/10/13	BPJ	Reviewed Relativity database for additional productions related to Cerberus Model Home asset sale.	3.00
01/11/13	BPJ	Reviewed Relativity database for additional productions related to Cerberus Model Home asset sale.	1.50
01/13/13	MA	Reviewed documents provided by Kramer on pre-petition transactions.	0.50
01/14/13	SMA	Review of accounting framework memos.	1.70
01/14/13	BPJ	Updated Cerberus Model Home asset sale deck.	1.20



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
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Date	Consultant	Description of Services	Hours
01/14/13	BPJ	Reviewed Morgan Stanley fairness opinions given in Resort Finance and Factoring Facility transactions.	0.60
01/14/13	BPJ	Reviewed accounting memo re: Model Home Sale.	0.40
01/14/13	AM	Work on updating of transaction deck for Resort Finance sale.	2.60
01/14/13	AM	Review of accounting treatment documents sent by Kramer relating to asset sales	0.50
01/14/13	AM	Search Relativity for documents relating to Resort Finance sale.	2.30
01/14/13	AM	Review of GMAC BOD minutes for information on Resort finance sale	0.40
01/14/13	AM	Review of financial statements for ResCap for 2008 for information relating to Resort Finance sale.	0.50
01/14/13	AM	Review first draft of Resort finance transaction deck	0.80
01/14/13	AM	Review of ResCap BOD minutes for information on Resort finance sale	0.40
01/14/13	AM	Review of financial statements for GMAC for 2008 for information relating to Resort Finance sale.	0.40
01/14/13	AM	Review of Resort finance transaction deck referenced documents	1.40
01/15/13	AM	Search Relativity for documents relating to Resort Finance sale	1.50
01/15/13	AM	Research purchase price paid by Centerbridge to GMAC for Resort Finance business.	1.30
01/15/13	AM	Review of valuation documents relating to Resort finance sale prepared by Houlihan Lokey.	1.40
01/15/13	AM	Research purchase price true up adjustment of \$15M for Resort Finance sale.	1.20
01/15/13	MA	Revised factoring facility investigations deck.	3.50
01/15/13	MA	Conducted research on factoring facility.	2.00
01/15/13	MA	Reviewed Resort Finance related documents.	1.00
01/15/13	SEK	Reviewed GMACCF deck	0.50
01/15/13	SEK	Conducted relativity searches related to the Senior Secured Revolver	3.20



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/15/13	AM	Work on updating of transaction deck for Resort Finance sale.	4.80
01/16/13	MA	Reviewed updated Cerberus investigations deck.	1.00
01/16/13	MA	Reviewed documents related to Resort Finance sale and reviewed draft updated investigations deck.	0.50
01/16/13	BPJ	Updated Cerberus Model Home asset sale deck.	1.30
01/16/13	AM	Update of transaction deck for resort finance sale, share with M. Arango.	4.60
01/16/13	AM	Search Relativity for information on Resort Finance sale	1.80
01/16/13	AM	Review of Bear Stearns presentation dated January 13 2008 related to the Resort Finance sale.	1.30
01/17/13	AM	Search Relativity for transaction documents relating to Fortress sale	1.40
01/17/13	AM	Review of transaction deck for European platform sale to Fortress.	1.20
01/17/13	AM	Review of financial statements for ResCap in 2009 and 2010 for information relating to European platform sale	1.00
01/17/13	AM	Review of documents downloaded from Relativity relating to Fortress sale	1.20
01/17/13	AM	Review of financial statements for Ally in 2009 and 2010 for information relating to European platform sale	0.80
01/17/13	MA	Reviewed draft updated Resort Finance investigations presentation.	1.00
01/17/13	SC	Search for documents related to Excessive Servicing Rights sale	3.00
01/18/13	MA	Reviewed draft Moelis presentation on mortgage-related agreements between GMACM and GMAC Bank.	1.00
01/18/13	MA	Discussed next steps on transaction reviews with S. Chu (Excess Servicing Rights and MSR Facility), T. Muzzin (European Mortgage platform and Broker Dealer) and S. Alter/S. Katzman (LOC, revolver and Health Capital).	1.50
01/18/13	SC	Reviewed documents related to Excessive Servicing Rights and updated the deck	3.80
01/18/13	SC	Reviewed documents related to Excessive Servicing Rights and updated the deck	4.20



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/18/13	MA	Reviewed draft excess servicing rights deck.	0.70
01/18/13	AM	Update of transaction deck for Fortress sale	1.20
01/18/13	AM	Search Relativity for documents relating to European platform sale	2.50
01/18/13	AM	Review of ResCap accounting memorandums sent by M. Arango for asset sales	1.50
01/20/13	AM	Search Relativity for documents relating to Fortress sale	1.80
01/21/13	BPJ	Updated Cerberus Model Home asset sale deck.	1.80
01/21/13	BPJ	Review of GMAC ResCap accounting memos re: Cerberus Model Home asset sale.	1.90
01/21/13	BPJ	Review of Relativity for additional support of model home asset sales.	1.20
01/21/13	AM	Make updates to European platform sale to Fortress transaction deck.	2.50
01/21/13	MA	Reviewed draft investigations deck for the Cerberus model home sales.	1.00
01/21/13	MA	Reviewed draft investigations deck for the sale of the European mortgage operations to Fortress.	1.50
01/22/13	MA	Reviewed related documents from Relativity re: MSR facility and factoring facility	1.20
01/22/13	MA	Reviewed European platform updated deck	0.80
01/22/13	MA	Reviewed updated factoring facility deck.	0.30
01/22/13	AM	Review of BOD minutes for information on approval of Fortress sale.	0.80
01/22/13	AM	Update of transaction deck for European platform sale	2.80
01/22/13	AM	Search of Relativity for documents related to bid process for Fortress sale	0.70
01/22/13	AM	Review of documents relating to offer details for European platform sale.	1.30
01/22/13	AM	Review of valuation documents associated with Fortress sale	1.40
01/22/13	AM	Discuss Fortress transaction deck with M. Arango.	0.40
01/22/13	AM	Create summary chart comparison for bid details for Apollo and Fortress relating to European platform sale.	1.20
01/22/13	SC	Updated Factoring Facility deck with new information	2.00



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/22/13	DO	Analyze financial impact to ResCap of the non market attributes of the MSR SWAP, Pipeline SWAP and Master Mortgage Loan Purchase and Sale Agreements.	0.60
01/23/13	SMA	Discussions with S. Katzman regarding significant transaction memos.	0.60
01/23/13	AM	Review of Ally financial statements for 2008 and 2009 for information on broker dealer sale	0.70
01/23/13	AM	Review of broker dealer transaction deck.	1.20
01/23/13	AM	Review of ResCap financial statements for 2008 and 2009 for information on broker dealer sale	0.80
01/23/13	AM	Search Relativity for information on broker dealer sale	1.70
01/23/13	AM	Review of emails located from Relativity relating to broker dealer sale	1.10
01/23/13	AM	Review of loan agreement between GMAC and ResCap relating to broker dealer sale advancement	1.30
01/24/13	AM	Review of documents relating to broker dealer sale downloaded from Relativity	1.40
01/24/13	AM	Update of transaction deck for broker dealer sale	3.40
01/24/13	SC	Updating the factoring deck with newly found due diligence information	2.50
01/24/13	SC	Document search and review of summaries on factoring agreement	4.40
01/24/13	SMA	Review Health Capital presentation for additional documentation	1.10
01/24/13	SMA	Update Health Capital presentation for KL.	3.40
01/24/13	SEK	Updated Health Capital presentation	1.00
01/24/13	MA	Reviewed documents related to factoring facility due diligence. Reviewed and revised draft investigations deck.	3.00
01/24/13	MA	Reviewed draft Health Capital investigations deck.	0.50
01/24/13	MA	Reviewed and updated draft MSR facility deck and chronology.	2.00
01/24/13	MA	Reviewed draft investigations deck for the US Broker Dealer/UK holding company sale to GMACCF.	0.50
01/25/13	MA	Reviewed updated investigations decks for Broker-Dealer,	2.00



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Invoice # 2046650-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
		ResMor and Resort Finance.	
01/25/13	DO	Critically review Ally's/K&E's Affiliate Agreements section of their Response - MMLPSA; Pipeline Swap; MSR Swap and Broker Agreement.	1.20
01/25/13	AM	Update of Resort Finance sale transaction deck for accounting treatment memorandums	2.10
01/25/13	AM	Update of ResMor transaction deck for accounting treatment memorandums	1.80
01/25/13	AM	Review of accounting treatment documents for ResMor, broker dealer, and Resort finance sale.	2.20
Total Hours			198.10



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Invoice # 2046650-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	1.80	960.00	1,728.00
Seth M Alter	12.60	645.00	8,127.00
Brian P Jenkins	12.90	645.00	8,320.50
Mercedes Arango	29.10	695.00	20,224.50
Sunny Chu	31.60	475.00	15,010.00
Tony Muzzin	105.40	475.00	50,065.00
Sarah E Katzman	4.70	325.00	1,527.50
Total Hours & Fees	198.10		105,002.50



Residential Capital, LLC
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Invoice # 2046650-12

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
01/03/13	PCH	Updated production tracking chart; set up access for client reviewer; reran search term reports for current batches; discussed results of same with client and with J. Natividad; discussed search issue with FAS members to help create review pool.	5.10
01/04/13	PCH	Updated production tracking chart; fixed loading errors from previous productions.	1.80
01/06/13	PCH	Worked with client on issues with Relativity; contacted client's tech support to help client access documents.	0.90
01/10/13	PCH	Batched documents based on latest set of search terms and clusters designated by the client; collected load and production information for J. Natividad.	4.50
01/13/13	PCH	Reviewed J. Natividad's searches regarding search term hits and batch counts.	1.50
01/14/13	JN	Create report on new search terms, per the request of Sam Ford at Kramer Levin.	1.20
01/14/13	JN	Run updated search terms per the request of Sam Ford at Kramer Levin.	5.40
01/15/13	PCH	Worked with client associate to formulate saved searches; QC'd latest production loads; updated client's project manager on all productions loaded into the review database to date; worked with client to obtain Citrix access; created tags for paralegal review.	3.40
01/17/13	JN	Perform updated version 3 searches per the request of Sam Ford at Kramer Levin.	4.00
01/17/13	JN	Report and batch version 3 search terms per the request of Sam Ford at Kramer Levin.	2.00
01/18/13	JN	Produce requested documents in PDF format per the request of Sam Ford at Kramer Levin.	1.00
01/23/13	JN	Perform Relativity searches per the request of Sam Ford at Kramer Levin.	1.50
01/28/13	JN	Perform version 4 search terms per the request of Sam Ford at Kramer Levin.	1.20
01/29/13	JN	Produce requested documents in PDF format per the request of Sam Ford.	1.10
Total Hours			34.60



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Invoice # 2046650-12

Re: Ediscovery Consulting
Client/Matter # 007351.00023



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New York, NY 10036

Invoice # 2046650-12

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
John Natividad	17.40	525.00	9,135.00
Phil C Hodgkins	17.20	525.00	9,030.00
Total Hours & Fees	34.60		18,165.00



Residential Capital, LLC
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Invoice # 2046650-13

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

January			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	149.70	\$400/GB	\$ 59,880.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	1,173.90	\$50/GB	\$ 58,695.00
User Fees (Monthly Charge)	82	\$100/user	\$ 8,200.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 126,775.00

*Note: Hours related to Ediscovery Processing and Hosting were written off due to data usage fees charged by per unit basis in the table above



Residential Capital, LLC
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Invoice # 2046650-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
01/02/13	DS	Made revisions to AP Interco Analysis Slide Deck	2.00
01/02/13	DS	Analysis of Intercompany Documents received from FTI Mark Renzi	1.10
01/02/13	MEL	Various e-mails with FTI regarding follow-up on requests related to intercompany forensic review.	0.80
01/03/13	DS	Meeting with B Jenkins to review AP Intercompany Analysis.	0.30
01/03/13	DS	Made revisions to AP Intercompany Analysis	3.40
01/03/13	MEL	Update work plan related to intercompany analysis.	0.50
01/03/13	BPJ	Reviewed support for top 15 inter-debtor balances as of the petition date.	1.50
01/04/13	BPJ	Reviewed support for top 15 inter-debtor balances as of the petition date.	4.60
01/04/13	DS	Constructed matrix related to support received to date re: Inter-debtor balances	3.10
01/04/13	MEL	Review status of inter-debtor analysis	1.30
01/04/13	DS	Reviewed intercompany documents located by AP	1.90
01/04/13	DS	Made revisions to AP Matrix re: Inter-debtor balances	2.90
01/07/13	DS	Draft Intercompany matrix of documents received to date (sent to FTI)	0.80
01/07/13	MEL	Search for documents on Relativity, based on request from Sam Ford of KL.	4.50
01/07/13	DS	Performed research re: capital adequacy of inter-debtor entities	0.40
01/07/13	TMT	Analysis of allocation of ResCap RMBS liability between RFC and GMACM	2.20
01/07/13	DS	Revised AP inter-debtor balances analysis.	3.00
01/08/13	DS	Make revisions to Intercompany matrix of documents received to date (sent to FTI)	1.20
01/08/13	DO	Review intercompany analysis and impact on Junior Secured Note Holder projected recoveries.	0.80
01/08/13	TMT	Call with Kramer Levin (Stephen Zide, Joe Shifer, Andy Dove) regarding potential Junior Secured Note claims against intercompany receivables	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
01/08/13	TMT	Analysis of allocation of ResCap RMBS liability between RFC and GMACM	1.70
01/08/13	TMT	Analysis of GMACM assets including intercompany receivables from 2007 through 2011	2.30
01/08/13	TMT	Analysis of RFC assets including intercompany receivables from 2007 through 2011	2.10
01/08/13	TMT	Analysis of top 15 intercompany balances as of petition date for deliverable presentation	2.10
01/08/13	DS	Analysis of GMAC Mortgage financial statements re: ability of entities to obtain outside funding	1.10
01/08/13	DS	Analysis of Residential Funding financial statements re: ability of entities to obtain outside funding	1.10
01/08/13	DS	Address comments from KL re: AP Intercompany Analysis	1.10
01/08/13	DS	Make revisions to AP Intercompany Analysis	3.30
01/08/13	DS	Analysis of ResCap financial statements re: ability of entities to obtain outside funding	1.10
01/08/13	MEL	Review status of intercompany investigation.	2.60
01/08/13	MEL	Conduct document searched related to intercompany investigation.	3.80
01/08/13	DS	Analyze entity financial statements to perform capital adequacy analysis	0.40
01/08/13	ST	Research pre-petition shared services economics.	0.80
01/08/13	ST	Participate on call with M. Moses from KL to discuss pre-petition shared services relationship.	0.40
01/08/13	DS	Call with Kramer Levin (Stephen Zide, Andrew Dove) re: Intercompany Analysis progress and outstanding items	0.60
01/08/13	BPJ	Reviewed support for top 15 inter-debtor balances as of the petition date.	1.00
01/08/13	BPJ	Call with J. Shifer and S. Zide (KramerLevin) regarding inter-debtor balances as of the petition date.	0.60
01/08/13	MEL	Call with Zide, Dove, et al regarding intercompany investigation.	0.60
01/08/13	BPJ	Meet with Marc Landy and D Strouse re: inter-debtor balances	2.00



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Date	Consultant	Description of Services	Hours
01/08/13	DS	Meet with Marc Landy and B Jenkins re: inter-debtor balances	2.00
01/08/13	MEL	Review/ edit intercompany analysis with B Jenkins and D Strouse	2.00
01/09/13	TMT	Analysis of intercompany debt forgiveness by RFC	1.50
01/09/13	DS	Analysis of Residential Funding Financial Statements re: Capital adequacy of entities	1.10
01/09/13	DS	Make revisions to requests list (sent to KL, ResCap) re: Intercompany items outstanding	0.90
01/09/13	DS	Analysis of ResCap Financial Statements re: Capital adequacy of entities	1.10
01/09/13	DS	Analysis of GMAC Mortgage financial statements re: capital adequacy of entities	1.10
01/09/13	DS	Draft Requests List and email (sent to KL, ResCap) re: Intercompany items outstanding	2.70
01/09/13	DS	Compile all documents received to date regarding Intercompany Balances as of the petition date	1.10
01/09/13	TMT	Analysis of intercompany debt forgiveness by Residential Capital	2.40
01/09/13	TMT	Analysis of allocation of ResCap RMBS liability between RFC and GMACM	3.60
01/09/13	ST	Research and respond to questions from M. Moses from KL regarding pre and post-petition shared services relationship.	0.80
01/09/13	MEL	Conduct searches on Relativity related to intercompany transactions.	3.20
01/10/13	MEL	Call with KL (Zide, Dove) and Toaso regarding intercompany analyses	0.10
01/10/13	DS	Make revisions to AP Intercompany analysis	2.60
01/10/13	DS	Review Kramer Levin edits to draft email and requests list (to be sent to MoFo, ResCap, Ally)	0.20
01/10/13	DS	Compile list of requests for FTI re: Intercompany transactions	1.60
01/10/13	MEL	Update work plan for intercompany analysis.	0.50
01/10/13	MEL	Discussion with S. Ford regarding intercompany issues.	0.40



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Date	Consultant	Description of Services	Hours
01/10/13	DO	Analyze intercorp balances and impact on recoveries of different creditor groups.	0.50
01/10/13	TMT	Review of solvency of GMACM subsidiaries in 2007 and 2008	1.50
01/10/13	TMT	Inventory of intercompany documentation provided to date	2.20
01/10/13	TMT	Review of solvency of RFC subsidiaries in 2007 and 2008	1.50
01/10/13	TMT	Drafting of intercompany request list	1.80
01/11/13	DS	Call with Mark Renzi (FTI) re: open items/ requests for intercompany analysis	0.30
01/11/13	DS	Review documents sent by FTI re:AP Intercompany analysis	0.40
01/11/13	TMT	Review of 2004 financial statements provided by FTI	0.40
01/11/13	TMT	Call with FTI (Mark Renzi, Liz Park) regarding intercompany document production	0.30
01/11/13	TMT	Review of 2005 financial statements provided by FTI	0.50
01/11/13	TMT	Review of 2006 financial statements provided by FTI	0.50
01/11/13	TMT	Review of 2008 financial statements provided by FTI	0.60
01/11/13	TMT	Review of 2007 financial statements provided by FTI	0.50
01/11/13	BPJ	Call with M. Renzi (FTI) regarding inter-debtor balances as of the petition date.	0.30
01/14/13	TMT	Review of ResCap intercompany interest schedule provided by FTI	0.70
01/14/13	TMT	Review of parent debt roll-forward provided by FTI	0.60
01/14/13	TMT	Review of ResCap - Ally related party activity schedule provided by FTI	1.20
01/14/13	TMT	Review of 2011 financial statements provided by FTI	0.90
01/15/13	TMT	Analysis of ResCap intercompany interest schedule	1.20
01/15/13	DS	Analysis of Interco docs received from FTI	0.80
01/16/13	DO	Review intercompany analyzes prepared by Alix Forensics team members.	0.50
01/16/13	TMT	Review of ResCap - Ally related party activity schedule provided by FTI	1.80
01/16/13	TMT	Analysis of non-interest expenses charged by Ally to ResCap, GMACM, and RFC	2.00



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Re: Forensic Investigation - Interco Ops, Shared Services
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Date	Consultant	Description of Services	Hours
01/16/13	DS	Review of documents sent from FTI re: Intercompany Analysis	1.40
01/16/13	DS	Preparation and Analysis of Residential Holding Co Financial Statements from 2007-2011 for AP Intercompany Analysis	0.50
01/16/13	DS	Analysis of related party shared services revenues and expenses	1.60
01/16/13	DS	Preparation and Analysis of Residential Funding Corp Financial Statements from 2007-2011 for AP Intercompany Analysis	2.70
01/16/13	DS	Preparation and Analysis of GMAC Mortgage Financial Statements from 2007-2011 for AP Intercompany Analysis	2.60
01/16/13	MEL	Review status of intercompany analysis	0.80
01/17/13	MEL	Discussion with D. O'Connor regarding status of intercompany analysis.	0.20
01/17/13	MEL	Review status of intercompany analysis.	2.90
01/17/13	DS	Preparation and Analysis of Residential Holding Co Financial Statements from 2007-2011 for AP Intercompany Analysis	0.80
01/17/13	DS	Preparation and Analysis of GMAC Mortgage Financial Statements from 2007-2011 for AP Intercompany Analysis	3.30
01/17/13	DS	Preparation and Analysis of Residential Funding Corp Financial Statements from 2007-2011 for AP Intercompany Analysis	3.20
01/17/13	BPJ	Reviewed additional support for top 15 inter-debtor balances as of the petition date.	0.60
01/17/13	TMT	Call with Kramer Levin (Andy Dove, Stephen Zide), MoFo (Todd Goren), and FTI (Mark Renzi) regarding intercompany documentation	0.50
01/17/13	DO	Discuss intercompany analyses progress with M. Landy.	0.20
01/18/13	TMT	Call with FTI (William Nolan, Mark Renzi) regarding intercompany documentation	0.50
01/18/13	TMT	Review of intercompany documentation provided to date	0.60
01/18/13	DS	Call with FTI Mark Renzi, Bill Nolan re: Intercompany balances	0.70



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Date	Consultant	Description of Services	Hours
01/18/13	MEL	Status call with FTI regarding open requests.	0.70
01/18/13	MEL	Prepare for call with FTI.	0.50
01/21/13	MEL	Call with FTI (Renzi, et al) MoFo (Goren) Dondzila (ResCap) to discuss status of open requests.	0.50
01/21/13	DS	Preparation and analysis of subsidiary financial statements related to Intercompany transaction balances.	3.10
01/21/13	DS	Call with ResCap (Cathy Dondzila), FTI (Mark Renzi et. al), MoFo (Todd Gorin), and KL (Andy Dove).	0.40
01/21/13	TMT	Call with FTI (Mark Renzi, Bill Nolan, Liz Park, Brian McDonald), MoFo (Todd Goren), Kramer Levin (Andy Dove), and ResCap (Cathy Dondzila)	0.40
01/21/13	TMT	Analysis of changes in principal amount outstanding of Ally-ResCap debt facilities	2.70
01/21/13	TMT	Analysis of ResCap leverage ratio considering Ally's Senior Secured Loan as a capital injection	1.40
01/22/13	TMT	Review of \$316 million intercompany receivable issued to ResCap in December 2009 and paid in February 2010	1.70
01/22/13	TMT	Analysis of changes in principal amount outstanding of Ally-ResCap debt facilities	1.20
01/22/13	TMT	Review of Debtor provided rollforward schedules for intercompany petition date balances 7-15	3.20
01/24/13	DS	Make revisions to AP intercompany analysis for information received from ResCap regarding accrual of interest on Inter-debtor balances	1.50
01/24/13	DS	Analysis of intercompany monthly balance rollforward received from ResCap	2.20
01/25/13	DS	Analysis of inter-debtor relationships and monthly roll forward balances as provided by the company and FTI.	5.00
01/28/13	DS	AP Intercompany Analysis of monthly balance rollforwards for inter-debtor balances (7-15) as provided by the company.	5.00
01/28/13	DS	Analysis of intercompany interest for all inter-debtor balances as provided by the company.	5.00
01/28/13	TMT	Call with Andy Dove of Kramer Levin regarding intercompany documentation	0.30
01/29/13	TMT	Review of consolidating ResCap financial statements for	3.20



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Re: Forensic Investigation - Interco Ops, Shared Services
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Date	Consultant	Description of Services	Hours
		intercompany payments	
01/29/13	TMT	Review of draft analysis presentation on history of intercompany petition date balances 1-15	2.20
01/29/13	TMT	Review of Debtor provided rollforward schedules for intercompany petition date balances 7-15	2.80
01/29/13	DS	AP Intercompany Analysis of monthly balance rollforwards for inter-debtor balances (7-15) as provided by the company.	5.20
01/29/13	DS	Analysis of intercompany interest for all inter-debtor balances as provided by the company.	5.30
01/29/13	MEL	Review status of intercompany analysis.	2.20
01/30/13	DS	AP Intercompany Analysis of monthly balance rollforwards for inter-debtor balances (7-15) as provided by the company.	3.90
01/30/13	DS	Analysis of intercompany interest for all inter-debtor balances as provided by the company.	2.20
01/30/13	TMT	Review of draft analysis of history of intercompany petition date balances 1-15	1.50
01/31/13	DS	Analysis of debt forgiveness within entity-level financial statements.	0.80
01/31/13	DS	Relativity searches for Ally and ResCap tax sharing agreement	0.90
01/31/13	DS	Review of A&M "All or Substantiallly All" Analysis.	0.60
Total Hours			204.20



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Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	2.00	960.00	1,920.00
Brian P Jenkins	10.60	645.00	6,837.00
Marc E Landy	28.10	695.00	19,529.50
Todd Toaso	58.90	475.00	27,977.50
Scott Tandberg	2.00	525.00	1,050.00
Davin Strouse	102.60	280.00	28,728.00
Total Hours & Fees	204.20		86,042.00



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Invoice # 2046650-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
01/03/13	SMA	Relativity searches related to GMAC LOC	5.20
01/03/13	SMA	Relativity searches for documents related to \$1.4 billion loan contribution	1.90
01/04/13	SMA	Review of Goldin Associates fairness opinions	1.90
01/04/13	SMA	Relativity searches for valuation analyses related to the \$1.4 billion loan contribution	3.40
01/04/13	SMA	Review docs related to \$1.4 billion loan contribution	0.40
01/04/13	SMA	Relativity searches related to RBS fairness opinion	2.20
01/04/13	SC	Review new productions to update Factoring and Revolver decks	2.80
01/04/13	SC	Document review and prepared 2010 and 2011 chronology	1.70
01/04/13	SC	Review BOD minutes and packages to prepare chronology on 2010 and 2011 Ally and ResCap major activities	3.50
01/04/13	SEK	Conducted relativity searches relating to the LOC transaction	2.00
01/07/13	SC	Document review and prepared chronology of 2010 and 2011 funding activities	3.90
01/07/13	SMA	Review of Rescap asset transfer memo	0.20
01/08/13	SMA	Review of GMAC ratings agency presentations	0.80
01/08/13	SC	Continued to prepare chronology for 2010 and 2011	4.10
01/08/13	SC	Prepared Chronology for 2010 and 2011	3.90
01/08/13	SMA	Review of documents produced by ResCap Management	0.20
01/08/13	SEK	Conducted relativity searches relating to the LOC transaction	1.40
01/08/13	SMA	Review Ally HFS contribution to Rescap	0.40
01/08/13	SMA	Review of Ally loan sale to GMAC and contribution to Rescap summary memo and financial statement disclosures	3.10
01/08/13	SMA	Review of Mortgage Committee presentations	2.10
01/08/13	SEK	Reviewed documents relating to the LOC transaction	1.60
01/09/13	SEK	Conducted relativity searches relating to interest paid on LOC transaction	2.90
01/09/13	SEK	Reviewed documents relating to interest paid on LOC transaction	1.00



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Re: Forensic Investigation - June 2008 Restructuring
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Date	Consultant	Description of Services	Hours
01/09/13	SC	Prepared chronology for 2011 and 2012	3.80
01/09/13	SC	Prepared chronology for 2011 and 2012	4.20
01/10/13	SMA	Research related to KL Rescap liquidity request.	0.80
01/10/13	SMA	Review of LOC reporting snapshot analysis.	0.40
01/10/13	SMA	Relativity searches for interest payment analyses related to the LOC.	1.40
01/10/13	SMA	Review and edits to LOC presentation.	4.80
01/10/13	SEK	Reviewed Goldin fairness opinion for LOC presentation	1.50
01/11/13	SEK	Updated LOC transaction deck and chronology	1.50
01/11/13	SMA	Review and edit LOC presentation to be provided to KL.	4.70
01/11/13	SMA	Review Goldin Associates fairness opinions.	0.30
01/11/13	SMA	Relativity searches for LOC presentation for open items	1.60
01/11/13	SMA	Review revisions to AP Ally LOC facility presentation.	0.70
01/11/13	SMA	Review of Goldin Associates fairness opinions	2.10
01/11/13	MA	Reviewed comments to draft Ally LOC deck	1.40
01/13/13	SMA	Make revisions to GMAC LOC presentation	1.10
01/13/13	MA	Reviewed draft LOC deck.	0.50
01/14/13	SMA	Review AP Ally capital contribution presentation	0.20
01/14/13	SMA	Review of GMAC financial statements	1.40
01/15/13	SMA	Relativity searches for alternative third party financing proposals	1.10
01/15/13	SMA	Review and edits to capital contribution presentation	5.60
01/15/13	SMA	Review AP Ally capital contribution presentation	0.30
01/15/13	SMA	Relativity searches for interest payments on revolver.	1.80
01/17/13	SMA	Analysis of the \$3.5B senior secured facilities presentation	2.90
01/18/13	SMA	Review and update GMAC secured facilities presentation	2.30
01/18/13	MA	Reviewed draft revolver deck.	0.80
01/18/13	SMA	Make revisions Ally Revolver presentation.	0.30
01/18/13	SMA	Review and update GMAC Revolver chronology	4.60
01/18/13	SEK	Updated Revolver chronology	1.50
01/20/13	SEK	Updated LOC chronology with STMs	2.00



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Date	Consultant	Description of Services	Hours
01/21/13	SEK	Updated LOC and Revolver chronology with STMs	3.00
01/21/13	SMA	Analysis of KL Revolver and LOC paydown request	3.20
01/21/13	SMA	Analysis of significant transaction summary memos.	3.60
01/21/13	SMA	Review updated LOC presentation and discussion with M. Arango regarding LOC presentation revisions.	1.00
01/21/13	MA	Reviewed draft updated LOC deck and chronology and discussed with S. Alter	1.00
01/21/13	MA	Discussed LOC related questions by email and over the phone with S. Ettari (Kramer).	0.50
01/21/13	MA	Researched question for Kramer on the revolver and LOC facilities through review of documents in relativity.	2.00
01/21/13	SMA	Analysis of borrowing base tracking schedule.	1.60
01/22/13	SMA	Analysis of debt forgiveness significant transaction memo	1.40
01/22/13	SMA	Analysis of ally bank as direct seller significant transaction memos	1.80
01/22/13	MA	Reviewed revised LOC chronology and deck.	0.50
01/22/13	SC	Document research and review of Barclays MSR facility term sheet and related emails	2.40
01/22/13	SC	Search and review Significant Transaction Memos related to the MSR facility	3.60
01/22/13	SMA	Review significant transaction memos and create workplan	0.40
01/22/13	SMA	Analysis of MSR swap significant transaction memo	0.40
01/22/13	SMA	Analysis of brokering consumer loans significant transaction memo	1.10
01/22/13	SEK	Compiled LOC drawdown/advance analysis	3.00
01/23/13	SMA	Analysis of LOC significant transaction memos	2.40
01/23/13	SC	Updated the MSR deck with new information found	3.90
01/23/13	SC	Updating the MSR deck	4.10
01/23/13	SMA	Analysis of loans brokered by GMACM significant transaction memos	1.20
01/24/13	SMA	Summary analysis of significant transaction memos	4.20
01/25/13	AM	Review work plan and schedule re: potential solvency adjustments	0.40



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Re: Forensic Investigation - June 2008 Restructuring
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Date	Consultant	Description of Services	Hours
01/25/13	TMT	Analysis of ResCap March 31, 2008 balance sheet	2.30
01/25/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007 as of March 2008	1.00
01/25/13	DS	Revise AP Solvency analysis as of Q1 2008.	1.20
01/25/13	DS	Researched historical securities pricing data from Bloomberg for all ResCap publicly traded debt on a daily basis through Jan 25, 2013.	2.10
01/25/13	MEL	Plan for updated solvency analysis.	1.40
01/25/13	SMA	Analysis of debt forgiveness significant transaction memos.	0.90
01/25/13	SC	Review and summarize significant memos related to the bond exchange	2.60
01/25/13	SC	Review and summarize significant transaction memos related to June 08 restructuring.	2.40
01/27/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007 as of March 2008	4.00
01/28/13	MA	Research and review of rep and warranty claims process	0.30
01/28/13	TMT	Review of ResCap preferred membership issuance in March 2008	1.30
01/28/13	TMT	Review of ResCap asset writedowns taken in the quarter ended March 31, 2008	2.00
01/28/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007 as of March 2008	4.60
01/28/13	SMA	Analysis of early payment defaults	2.50
01/28/13	SMA	Analysis of correspondence related to early payment defaults.	0.30
01/28/13	SMA	Discussion with M. Arango, S. Chu and S. Katzman regarding review of loan audit reports	0.60
01/28/13	AM	Review of ResCap 10-Q for March 2008 for information relating to HFI loans	1.20
01/28/13	AM	Work on updating of HFI loss calculation for Q1 2008	2.30
01/28/13	AM	Review of accounting guidance for fair value disclosure to	1.40



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Date	Consultant	Description of Services	Hours
		assist in solvency review for Q1 2008	
01/28/13	MEL	Review status of 2008 solvency analysis.	1.00
01/28/13	SMA	Analysis of March 2007 EPD audit report	0.80
01/28/13	SMA	Analysis of risk management presentations	2.80
01/28/13	SMA	Review of R&W email correspondence	0.20
01/28/13	SMA	Relativity searches related to R&W issue.	1.80
01/29/13	SMA	Review of loan audit documentation.	0.70
01/29/13	SMA	Discussions with M. Arango and S. Katzman regarding R&W issue.	0.80
01/29/13	SMA	Analysis of risk committee presentations.	1.20
01/29/13	SMA	Analysis of repurchase reserves.	0.40
01/29/13	AM	Review of ResCap 10-Q for March 2008 for information on loans held for sale	0.70
01/29/13	AM	Review of HFS adjustment for Q1 2008, update of solvency adjustment slide for mortgage loans held for sale as of Q1 2008	2.30
01/29/13	AM	Work on updating of HFI loss calculation for Q1 2008	3.60
01/29/13	MEL	Review status of solvency analysis.	1.50
01/29/13	TMT	Review of ResCap preferred membership issuance in March 2008	2.30
01/29/13	SMA	Analysis of early payment defaults	3.70
01/29/13	SMA	Relativity searches related to R&W issue.	2.80
01/30/13	SMA	Relativity searches related to R&W issue.	2.10
01/30/13	MEL	Conduct Relativity searches for data pertinent to solvency analysis.	2.60
01/30/13	MEL	Update solvency analysis.	2.60
01/30/13	SMA	Analysis of risk committee presentations.	0.80
01/30/13	SMA	Analysis of Rep and Warranty exposure as of December 31, 2007	0.20
01/30/13	SMA	Analysis of Repurchase reserve update report	0.70
01/30/13	SMA	Analysis of GMAC disclosure committee packages	1.40
01/30/13	SMA	Analysis of correspondence related to R&W issue	2.40



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Re: Forensic Investigation - June 2008 Restructuring
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Date	Consultant	Description of Services	Hours
01/30/13	SMA	Analysis of R&W significant transaction memo	0.90
01/30/13	SMA	Review potential solvency adjustments.	0.40
01/31/13	SMA	Analysis of 2006 early payment default report	0.60
01/31/13	SMA	Review Rep & Warranty documentation within Relativity database	0.60
01/31/13	SMA	Analysis of risk committee presentations	3.30
01/31/13	SMA	Analysis of Project definition presentation	0.30
01/31/13	SMA	Summary of analyses related to R&W exposure.	2.90
01/31/13	SMA	Analysis of Cerberus sensitivity presentation	0.80
01/31/13	SMA	Relativity searches related to R&W issue.	0.90
01/31/13	AM	Review of lending receivables solvency adjustment, update GMAC bank portion	1.60
01/31/13	AM	Review of trading securities solvency adjustment, compare adjustment amounts to ResCap 10-Q data for March 2008	0.70
01/31/13	AM	Update of HFI analysis for solvency presentation	2.40
01/31/13	AM	Perform analysis of potential solvency adjustments	1.30
01/31/13	AM	Review workplan for consolidating totals for balance sheet review	0.80
01/31/13	AM	Review of GMAC balance sheet and April 15, 2008 presentation for information on HFI delinquency	0.80
Total Hours			245.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	120.30	645.00	77,593.50
Marc E Landy	9.10	695.00	6,324.50
Mercedes Arango	7.00	695.00	4,865.00
Todd Toaso	17.50	475.00	8,312.50
Sunny Chu	46.90	475.00	22,277.50
Tony Muzzin	19.50	475.00	9,262.50
Sarah E Katzman	21.40	325.00	6,955.00
Davin Strouse	3.30	280.00	924.00
Total Hours & Fees	245.00		136,514.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
01/16/13	DO	Conference Call with FTI's Reps (T. Meerovich and Bill Nolan), S. Tandberg and M. Eisenberg regarding the Debtor's proposed wind-down expense allocation methodology and proposed alternatives.	0.70
01/16/13	DO	Follow-up discussion with S. Tandberg and M. Eisenberg regarding wind-down expense allocation and updates to waterfall.	0.30
01/16/13	DO	Review projected winddown expenses and allocations to payment sources.	0.50
01/16/13	DO	Prepare for conference calls regarding proposed changes to Debtor's Financial Advisor's fee arrangements; review FTI work stream efforts and budgets.	0.80
01/17/13	DO	Review projections and wind-down costs with respect to debtors proposed change in allocating costs to funding "Islands".	0.50
01/22/13	ST	Participate on follow-up call to discuss wind-down and cure claim issues.	0.40
01/22/13	MSE	Review of debtor's wind down forecast presentations.	1.90
01/22/13	MSE	Call with FTI (M. Renzi) regarding wind down plan.	0.40
01/28/13	ST	Review historical cost allocation and wind-down proposal in preparation for call with Debtors.	0.80
01/28/13	DO	Participate on conference call re: allocation of Post Closing Wind-Down costs with Debtors advisors (MoFo & FTI); JSB's and VCC advisors.	0.70
01/28/13	DO	Review Debtors wind-down budgets.	0.40
01/29/13	ST	Review updated human capital wind-down plan from Debtors.	1.70
01/29/13	DO	Follow-up on wind-down cost review - confirm open data points and map to decks received.	0.10
01/30/13	AH	Discuss wind-down plan w/ S. Tandberg	0.50
01/30/13	DO	Discussion with FTI representatives (G. Gutzeit & W. Nolan) regarding go-forward plan for FTI; wind-down cost funding and case status.	0.40
01/30/13	DO	Review FTI Plan & Budgets and prepare follow-up questions on costs and timing of certain work streams.	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
01/30/13	DO	Analyze draft outline prepared by Kramer Levin regarding legal and financial indicators of RecCap's inadequate capitalization.	0.70
01/31/13	DO	Conference call with FTI's rep's (G. Gutzeit & W. Nolan); Alan Holtz & Scott Tandberg to address questions and observations on FTI's proposal to change their fee budgets through June 2013.	0.70
01/31/13	DO	Conference call with G. Gutzeit (FTI) regarding FTI's plan, fee proposal and status of data requests.	0.10
01/31/13	ST	Meet with A. Holtz from AP to discuss wind-down project plan.	0.50
Total Hours			12.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	6.30	960.00	6,048.00
Alan Holtz	0.50	960.00	480.00
Scott Tandberg	3.40	525.00	1,785.00
Michael S Eisenberg	2.30	360.00	828.00
Total Hours & Fees	12.50		9,141.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-17

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
01/07/13	DS	Prepared and processed November Invoice.	2.60
01/22/13	DS	Analysis of fees and expenses for the December Invoice	4.00
01/23/13	DS	Finalization and mailing of December invoice	0.90
01/23/13	DS	Preparation of cover letter, send to J Dubel (FGIC)	0.30
Total Hours			7.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-17

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Davin Strouse	7.80	280.00	2,184.00
Total Hours & Fees	7.80		2,184.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
01/01/13	ST	Travel from DEN to LGA for meetings with UCC and Debtor advisors.	5.00
01/04/13	ST	Travel from LGA to DEN following meetings with UCC and Debtor advisors.	5.00
01/07/13	ST	Travel from DEN to LGA for meetings with Debtor and UCC advisors.	5.00
01/10/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
01/14/13	ST	Travel from DEN to LGA for meetings with UCC, Debtors, and advisors.	5.00
01/18/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
01/21/13	ST	Travel from DEN to LGA for meetings with UCC and advisors.	5.00
01/24/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
01/28/13	ST	Travel from DEN to LGA for meetings with UCC and advisors.	5.00
01/31/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
Total Hours			50.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	50.00	525.00	26,250.00
Total Hours & Fees	50.00		26,250.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
12/05/12	Conference Calls - - VENDOR: InterCall Marc Landy	30.95
12/09/12	Conference Calls - - VENDOR: InterCall Marc Landy	13.38
12/12/12	Conference Calls - - VENDOR: InterCall Marc Landy	12.93
12/13/12	Conference Calls - - VENDOR: InterCall Alan Holtz	1.80
12/18/12	Conference Calls - - VENDOR: InterCall Brian Jenkins	4.26
12/18/12	Conference Calls - - VENDOR: InterCall Marc Landy	11.65
12/18/12	Conference Calls - - VENDOR: InterCall Marc Landy	3.06
01/01/13	Lodging Scott Tandberg Marriott Hotels - New York 01/01/2013 - 01/04/2013	1,016.87
01/01/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/02/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/02/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/03/13	Airfare Scott Tandberg 2013-01-14 DEN - LGA	599.66
01/03/13	Airfare Service Charge Scott Tandberg	10.00
01/03/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/03/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/04/13	Meals & Tips Scott Tandberg - Breakfast	7.54
01/04/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/04/13	Mileage Scott Tandberg 45 Miles	25.43
01/04/13	Parking & Tolls Scott Tandberg	63.00
01/05/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	43.56
01/07/13	Cab Fare/Ground Transportation after 8pm Michael Eisenberg NYO - Midtown to UES - Home	13.10
01/07/13	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	40.10
01/07/13	Lodging Scott Tandberg Marriott Hotels - New York 01/07/2013 - 01/10/2013	970.95
01/07/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/07/13	Mileage Scott Tandberg 45 Miles	25.43
01/07/13	Parking & Tolls Scott Tandberg	5.70
01/08/13	Cab Fare/Ground Transportation after 8pm Davin Strouse NYO to	14.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
	Long Island City, NY (Home)	
01/08/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/08/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/09/13	Cab Fare/Ground Transportation after 8pm Michael Eisenberg NYO - Midtown to UES - Home	15.50
01/09/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/09/13	Meals & Tips Scott Tandberg - Dinner	16.07
01/10/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	44.90
01/10/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/10/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/10/13	Mileage Scott Tandberg 45 Miles	25.43
01/10/13	Parking & Tolls Scott Tandberg	84.00
01/13/13	Airfare Scott Tandberg 2013-01-21 DEN - LGA	754.87
01/13/13	Airfare Service Charge Scott Tandberg	10.00
01/14/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	39.50
01/14/13	Lodging Scott Tandberg Marriott Hotels - New York 01/14/2013 - 01/18/2013	1,558.54
01/14/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/14/13	Mileage Scott Tandberg 45 Miles	25.43
01/15/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/15/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/16/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/16/13	Meals & Tips Scott Tandberg - Breakfast	7.54
01/17/13	Airfare Scott Tandberg 2013-01-28 DEN - LGA	459.87
01/17/13	Airfare Service Charge Scott Tandberg	10.00
01/17/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/17/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/18/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	45.36
01/18/13	Meals & Tips Scott Tandberg - Dinner	20.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
01/18/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/18/13	Mileage Scott Tandberg 45 Miles	25.43
01/18/13	Parking & Tolls Scott Tandberg	101.00
01/21/13	Lodging Scott Tandberg Marriott Hotels - New York 01/21/2013 - 01/24/2013	948.01
01/21/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/21/13	Meals & Tips Scott Tandberg - Breakfast	10.44
01/21/13	Mileage Scott Tandberg 45 Miles	25.43
01/22/13	Airfare Scott Tandberg 2013-02-04 DEN - LGA	379.50
01/22/13	Airfare Service Charge Scott Tandberg	10.00
01/22/13	Airfare Service Charge Scott Tandberg	8.59
01/22/13	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	42.36
01/22/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/22/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/23/13	Meals & Tips Scott Tandberg - Breakfast	7.54
01/23/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/24/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/24/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/24/13	Mileage Scott Tandberg 45 Miles	25.43
01/24/13	Parking & Tolls Scott Tandberg	92.00
Total Disbursements		8,110.21



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-19

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Coach Airfare	2,193.90
Airfare Service Charge	48.59
Cab Fare/Ground Transportation	299.28
Conference Calls	78.03
Lodging	4,494.37
Meals & Tips	472.33
Mileage	178.01
Parking & Tolls	345.70
Total Disbursements	8,110.21



March 31, 2013

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2047285

Federal Tax Id 38-3637158

For Professional Services: February 1, 2013 through February 28, 2013

Current Charges:		Hours	Rate	Amount
Davin Strouse	Analyst	169.30	280.00	47,404.00
Sarah E Katzman	Associate	47.70	325.00	15,502.50
Wei Wei	Associate	17.60	360.00	6,336.00
Michael S Eisenberg	Associate	157.60	360.00	56,736.00
Christopher Brown	Vice President	39.60	475.00	18,810.00
Tony Muzzin	Vice President	147.00	475.00	69,825.00
Sunny Chu	Vice President	135.20	475.00	64,220.00
Jarod L Kimble	Vice President	7.40	475.00	3,515.00
Todd Toaso	Vice President	172.40	475.00	81,890.00
Scott Tandberg	Vice President	188.00	525.00	98,700.00
Phil C Hodgkins	Vice President	1.30	525.00	682.50
John Natividad	Vice President	17.20	525.00	9,030.00
Kenneth R Lee	Vice President	0.50	575.00	287.50
Seth M Alter	Director	126.30	645.00	81,463.50
Brian P Jenkins	Director	102.80	645.00	66,306.00
Marc E Landy	Director	155.30	695.00	107,933.50
Mercedes Arango	Director	142.80	695.00	99,246.00
Marc J Brown	Director	2.80	745.00	2,086.00
Harvey Kelly	Managing Director	25.60	960.00	24,576.00
Denis O'Connor	Managing Director	86.00	960.00	82,560.00
Alan Holtz	Managing Director	10.60	960.00	10,176.00
Total Hours & Fees		<u>1,753.00</u>		<u>947,285.50</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Less 50% Non Working Travel (Billed at 50%)	<u>(6,562.50)</u>
Subtotal	940,723.00
Electronic Discovery Services	<u>152,120.50</u>
Subtotal	1,092,843.50
Less 20% Hold Back Fee	<u>(218,568.70)</u>
Subtotal	874,274.80
Expenses	<u>9,633.73</u>
Total Amount Due	<u>USD 883,908.53</u>



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00004	Current Financials	4,095.00
007351.00006	Cash Management	7,302.00
007351.00007	Employee Issues	20,106.00
007351.00010	Claims & Recoveries	44,492.00
007351.00011	Misc. Motions	5,358.00
007351.00012	Proposed Asset Sales	35,081.50
007351.00015	UCC Meetings	28,809.50
007351.00017	RMBS Settlement	15,490.50
007351.00018	Collateral Analysis	14,377.50
007351.00020	Forensic Investigation - General	127,383.50
007351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions	282,295.00
007351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	3,974.50
007351.00023	Ediscovery Consulting	10,000.00
007351.00024	Ediscovery Processing & Hosting	152,120.50
007351.00025	Forensic Investigation - Interco Ops, Shared Services	114,192.00
007351.00026	Forensic Investigation - June 2008 Restructuring	191,157.50
007351.00027	Wind Down Activity	26,550.00
007351.00090	Billing and Retention	3,496.00
007351.00091	Non Working Travel (Billed at 50%)	6,562.50
Total Fees Incurred		1,092,843.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Expenses	Amount
Coach Airfare	2,302.58
Airfare Service Charge	47.49
Cab Fare/Ground Transportation	616.55
Conference Calls	31.05
Lodging	5,288.54
Meals & Tips	728.89
Mileage	178.01
Parking & Tolls	278.58
Postage/Messenger/Courier	72.04
Research	90.00
Total Disbursements	9,633.73



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-1

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
02/05/13	ST	Review Ally Financial 4Q12 results.	0.40
02/06/13	MSE	Prepare schedules analyzing December income statement results.	1.10
02/06/13	MSE	Reviewed changes in 2012 balance sheet amounts.	0.40
02/07/13	MSE	Prepare analysis of December servicing performance reporting.	1.80
02/20/13	MSE	Follow-up call with AP (S. Tandberg) to discuss post-sale reporting requirements.	0.60
02/20/13	MSE	Call with FTI (including M. Renzi) regarding post-sale reporting requirements.	0.50
02/20/13	ST	Participate on follow-up call with M. Eisenberg from AP to discuss post-sale reporting.	0.60
02/20/13	ST	Participate on call with FTI, including M. Renzi, to discuss post-sale reporting.	0.50
02/22/13	ST	Research question from Moelis regarding ResCap financials.	0.70
02/25/13	MSE	Prepare templates for post-sale performance update presentations.	0.60
02/27/13	MSE	Review and analyze January issued MOR report.	1.40
02/28/13	MSE	Review of foreclosure review obligations of Debtors.	0.60
02/28/13	ST	Review filed January monthly operating report.	0.80
Total Hours			10.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-1

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	3.00	525.00	1,575.00
Michael S Eisenberg	7.00	360.00	2,520.00
Total Hours & Fees	10.00		4,095.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-2

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
02/04/13	MSE	Call with AP Team (S. Tandberg) regarding post-sale cash projections.	0.60
02/04/13	MSE	Prepare analysis of post-closing excess cash.	2.50
02/04/13	ST	Participate on call with T. Meerovich from FTI to discuss liquidity in the Revolver collateral island post sale.	0.60
02/04/13	MSE	Call with FTI (T. Meerovich) regarding post-sale cash projections.	0.40
02/04/13	ST	Call with M Eisenberg re: updated cash projections	0.60
02/05/13	MSE	Review four-week cash flow variance reports.	1.30
02/05/13	MSE	Analyze updated cash flow projections.	1.60
02/05/13	ST	Research HoldCo cost allocation for KL.	0.50
02/06/13	MSE	Create trend analysis schedules of cash flow actual results.	1.90
02/06/13	MSE	Prepare analysis of monthly changes in servicer advances cash flows.	0.60
02/07/13	ST	Review draft motion for non-consensual use of cash collateral.	0.60
02/12/13	ST	Participate on call with T. Meerovich from FTI to discuss status of FTI analysis of post-sale cash collateral allocations.	0.40
02/13/13	ST	Review revised cash collateral amendment and stipulation.	0.40
02/19/13	ST	Participate on call with T. Meerovich from FTI to discuss cost allocation proposal analysis.	0.60
02/19/13	ST	Research question from Moelis regarding cash impact of GNMA re-deliveries.	0.50
02/20/13	ST	Review cash reporting categorization.	0.50
02/20/13	ST	Participate on call with KL, including S. Zide, and Moelis, including S. Hasan, to discuss post-sale cost allocation proposals.	1.30
02/21/13	ST	Respond to KL questions regarding cash disbursement line items.	0.50
02/27/13	ST	Research historical PwC foreclosure review payments.	0.70
02/27/13	MSE	Call with FTI (T. Meerovich) regarding cash flows to Berkshire.	0.30
02/28/13	ST	Participate on call with T. Meerovich to discuss post-sale cash reporting.	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-2

Re: Cash Management
Client/Matter # 007351.00006

Total Hours 16.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-2

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	7.60	525.00	3,990.00
Michael S Eisenberg	9.20	360.00	3,312.00
Total Hours & Fees	16.80		7,302.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
02/01/13	ST	Research executive compensation term sheet in response to KLquestions.	0.70
02/05/13	MSE	Analyze amendments to the shared services agreements.	2.50
02/06/13	ST	Review revised FTI compensation proposal.	0.40
02/07/13	ST	Review proposed severance payment schedule.	0.50
02/12/13	ST	Review Mercer report for proposed wind-down KEIP/KERP.	0.40
02/13/13	MSE	Call with UCC CO-chairs regarding post-sale human capital.	0.80
02/13/13	HK	Participate in call with UCC Executive Compensation Subcommittee regarding post-closing management and compensation issues.	0.80
02/21/13	ST	Review transitional executive proposed compensation.	0.30
02/22/13	ST	Review ResCap CRO authority letter.	0.40
02/22/13	ST	Participate on call with T. McDonagh from FTI to discuss KEIP/KERP proposals.	1.00
02/22/13	ST	Review proposed wind-down KEIP/KERP support.	1.20
02/22/13	AH	Conference call w/ Comp. Sub-Committee and Debtor Management/ Advisors re: transition planning	1.50
02/22/13	MSE	Call with FTI (including T. McDonagh) regarding KEIP/KERP overview.	1.00
02/22/13	MSE	Review details of proposed KEIP/KERP plan.	0.70
02/24/13	ST	Participate on call with S. Zide from KL to discuss Debtors' KEIP/KERP proposals.	0.40
02/25/13	ST	Review revised CRO pleading.	0.30
02/25/13	MSE	Prepare presentation summarizing KEIP/KERP proposals.	3.40
02/25/13	ST	Create presentation deck for UCC summarizing Debtors' wind-down KEIP/KERP proposals.	1.40
02/25/13	ST	Participate on call with T. McDonagh from FTI, KL, and AP team to discuss KEIP/KERP proposals.	1.30
02/25/13	AH	Review wind-down KEIP/KERP summary	0.50
02/25/13	AH	Conference call w/ FTI and MoFo re: Wind-Down comp. programs	1.30
02/25/13	MSE	Call with MoFo (J. Wishnew) and FTI (T. McDonagh)	1.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
		regarding KEIP/KERP proposals.	
02/26/13	MSE	Call with Kramer Levin (S. Zide) and J. Dubel regarding wind-down plans.	0.70
02/26/13	MSE	Call with Executive Compensation subcommittee regarding KEIP/KERP proposal.	1.40
02/26/13	MSE	Review KEIP/KERP proposals in preparation for meetings.	1.10
02/26/13	MSE	Develop presentation regarding Estate Human Capital plans.	2.90
02/26/13	AH	Conference call w/ Comp sub-committee re: Estate KEIP/KERP programs	1.40
02/26/13	AH	Follow-up w/ J. Dubel re: wind-down compensation and professional fees	0.40
02/26/13	MSE	Follow up call with Kramer Levin (S. Zide) regarding KEIP/KERP proposals.	0.40
02/26/13	MSE	Review and summarize Mercer market analysis of Debtors KEIP/KERP proposals.	1.50
02/27/13	MSE	Prepare due diligence presentation related to KEIP/KERP plans.	2.40
02/27/13	ST	Review Mercer CEO pay analysis.	0.40
02/28/13	MSE	Prepare presentation schedules of KEIP/KERP proposal data.	1.60
02/28/13	MSE	Analyze KEIP/KERP proposals to historical actuals.	0.70
02/28/13	ST	Create KEIP/KERP and employee pay summary slides.	0.90
02/28/13	MSE	Review schedules of 2013 and 2012 compensation levels.	0.70
02/28/13	ST	Analyze employee compensation proposals relative to historical compensation.	1.40
02/28/13	ST	Revise proposed employee compensation schedules.	0.60
Total Hours			40.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-3

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	0.80	960.00	768.00
Alan Holtz	5.10	960.00	4,896.00
Scott Tandberg	11.60	525.00	6,090.00
Michael S Eisenberg	23.20	360.00	8,352.00
Total Hours & Fees	40.70		20,106.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
02/01/13	ST	Review AFI proposal for collateral island expense allocation.	0.60
02/04/13	MSE	Review of latest draft of Freddie Mac stipulation.	1.10
02/04/13	MSE	Prepare interest savings analysis of JSN principal reduction.	2.30
02/04/13	ST	Update waterfall recovery model for JSN scenarios from KL.	2.40
02/04/13	ST	Calculate variances in purchase price proceeds vs. waterfall model.	1.20
02/05/13	ST	Participate on call with KL, including K. Eckstein, to discuss JSN paydown and cost allocation presentation.	0.60
02/05/13	ST	Update JSN post-petition interest calculation.	0.40
02/05/13	ST	Update calculation of potential JSN pay-down.	0.80
02/05/13	ST	Participate on call with S. Zide from KL to discuss JSN paydown and cost allocation presentation.	0.50
02/05/13	MSE	Make revisions to analysis of JSN principal paydown.	1.80
02/05/13	MSE	Meet with AP Team (S. Tandberg) to discuss JSN asset value recoveries.	0.70
02/05/13	MEL	Review draft analysis related to recoveries for JSNs.	1.10
02/05/13	MSE	Meet with AP team (S. Tandberg) to discuss JSN recovery.	0.30
02/06/13	MSE	Call with FTI (including M. Renzi) regarding updated book value of collateral assets.	0.40
02/06/13	MSE	Call with FTI (T. Meerovich) regarding updated asset recovery schedules.	0.40
02/06/13	MSE	Prepare schedules of projected collateral recoveries from updated December asset balances.	2.20
02/06/13	MSE	Made revisions to JSN asset value recovery schedules.	1.60
02/06/13	ST	Update collateral analysis to apply stalking horse bid multipliers.	0.60
02/06/13	ST	Participate on call with T. Meerovich from FTI to discuss projected asset balance recoveries.	0.50
02/06/13	ST	Participate on call with M. Renzi from FTI to discuss collateral buckets at petition date and 12/31/12.	0.40
02/06/13	ST	Create additional JSN lien challenge waterfall scenarios.	2.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
02/06/13	ST	Calculate updated bid-asset recovery estimates based upon revised purchase price multiples.	0.70
02/06/13	ST	Review updated asset balances roll-forward from FTI.	0.60
02/07/13	ST	Participate on call with S. Hasan from Moelis to discuss Ocwen compensatory cure claim issues.	0.80
02/07/13	MSE	Reviewed and analyzed JSN recovery scenarios.	1.20
02/07/13	ST	Review FHMLC cure claim analysis.	0.60
02/07/13	MSE	Call with Kramer Levin (J. Shifer) to discuss lease rejections.	0.40
02/07/13	MSE	Call with FTI (B. McDonald) regarding facilities lease rejections.	0.30
02/07/13	MSE	Update asset recovery schedules for finalized Berkshire purchase price calculation.	0.70
02/08/13	MSE	Prepare schedules of building facility lease contracts post-sale.	1.40
02/08/13	MSE	Review waterfall model to analyze intercompany balance recoveries.	1.10
02/08/13	ST	Participate on call with B. McDonald from FTI to discuss open request items.	0.50
02/08/13	ST	Reconcile variances in revised collateral reports vs. petition date trial balance file.	1.40
02/08/13	ST	Review compensatory fee / foreclosure time line violation liability schedule.	1.40
02/11/13	ST	Review compensatory claim presentation from CV.	0.70
02/11/13	ST	Review lease rejection calculations from FTI.	0.80
02/11/13	MEL	Review OID calculation provided by debtors.	0.90
02/11/13	MEL	Conduct Relativity searches related OID calculation.	2.20
02/11/13	ST	Compile executory contract information for KL.	1.70
02/11/13	ST	Participate on call with FTI, including M. Talarico, to discuss lease rejections and rejection damages calculations.	1.00
02/11/13	ST	Review Petaluma lease rejection calculation.	0.40
02/11/13	MSE	Call with FTI (including M. Talarico) to discuss post-sale lease rejections.	1.10
02/11/13	MSE	Prepare schedules related to post-sale office lease rejections	2.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		and assignments.	
02/11/13	MSE	Review calculations of real property lease rejection damages.	2.30
02/11/13	ST	Participate on call with M. Eisenberg from AP to discuss lease analysis.	0.40
02/11/13	MSE	Follow-up call with AP Team (S. Tandberg) to discuss post-sale lease rejections.	0.40
02/12/13	MSE	Call with FTI (T. Meerovich) regarding post-sale expense allocation.	0.40
02/13/13	ST	Review servicing cure objection hearing chart.	0.60
02/14/13	ST	Review MBIA cure claim stipulation.	0.30
02/14/13	ST	Review Debtors' revised draft claims procedures motion.	0.60
02/15/13	SMA	Review of Mofo claims analysis presentation	1.10
02/15/13	ST	Reconcile list of servicing agreements subject to cure claims.	1.20
02/18/13	ST	Review monoline cure claim analysis.	0.70
02/18/13	ST	Review comments to JSN recovery analysis.	0.80
02/19/13	ST	Create additional waterfall scenarios for S. Zide from KL.	2.80
02/19/13	ST	Participate on call with S. Hasan from Moelis to discuss GSE cure claim changes.	0.30
02/19/13	ST	Research question from KL regarding maximum potential post-petition interest on JSN claims.	0.60
02/19/13	ST	Review updated sale proceeds bridging schedules.	0.80
02/19/13	ST	Draft updated JSN recovery scenarios presentation.	1.50
02/19/13	BPJ	Review of intercompany waterfall analysis.	3.10
02/20/13	DS	Review Junior Secured Notes Recovery Scenarios Powerpoint Deck	1.50
02/20/13	ST	Revise narrative to waterfall distribution slides.	1.30
02/20/13	ST	Participate on call with S. Hasan from Moelis to discuss changes to distributable value.	0.80
02/20/13	MSE	Review intercompany claims organization chart presentation.	1.10
02/20/13	MSE	Make revisions to waterfall presentation.	2.10
02/20/13	MSE	Prepare schedules of scenario analysis for JSN recoveries.	1.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
02/21/13	MSE	Make revisions to JSN recovery scenario presentation.	1.90
02/21/13	ST	Update scenario recoveries for interco recoveries.	0.80
02/21/13	MSE	Review and comment on rescap intercompany balances presentation.	1.70
02/21/13	ST	Create waterfall scenarios for S. Zide from KL.	1.30
02/21/13	ST	Update JSN recovery scenario presentation for KL comments.	1.10
02/22/13	ST	Review KL comments on recovery analysis.	0.40
02/22/13	ST	Participate on call with S. Hasan from Moelis to discuss distributable value calculation.	0.60
02/22/13	ST	Review revised draft of claims objection procedures.	0.40
02/22/13	ST	Participate on call with FTI, including T. Meerovich, Mofo, KL, and AP to discuss allocation of post-sale costs to collateral islands.	1.30
02/25/13	ST	Review FGIC cure claim analysis.	0.40
02/25/13	ST	Update asset recovery and collateral bucket schedule.	1.30
02/25/13	MSE	Review schedules provided of cure objections.	1.10
02/25/13	ST	Review updated cure claim analysis.	0.80
02/26/13	ST	Participate on call with Alice Chong from Duff & Phelps to discuss waterfall issues.	1.10
02/26/13	ST	Review settlement discussion memo from KL.	0.40
02/26/13	ST	Update JSN recovery presentation for KL comments and revised scenarios.	1.60
02/27/13	ST	Run additional interco lien-challenge JSN recovery scenarios.	0.70
02/27/13	ST	Discuss changes in waterfall model with S. Hasan from Moelis.	0.60
02/27/13	ST	Review Ambac cure claim update from KL.	0.40
02/28/13	ST	Create subcon and holdco/opco bifurcation waterfall scenarios.	1.20
02/28/13	DS	Analyze JSN recovery by using the debtors waterfall	2.60
02/28/13	ST	Research KL's question regarding claims against JSN equity pledges.	0.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
02/28/13	MSE	Develop schedules of claim recoveries related to waterfall scenarios.	1.40
Total Hours			94.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-4

Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	1.10	645.00	709.50
Brian P Jenkins	3.10	645.00	1,999.50
Marc E Landy	4.20	695.00	2,919.00
Scott Tandberg	48.80	525.00	25,620.00
Michael S Eisenberg	33.60	360.00	12,096.00
Davin Strouse	4.10	280.00	1,148.00
Total Hours & Fees	94.90		44,492.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-5

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
02/01/13	ST	Review case update summary from KL.	0.40
02/06/13	AH	Review FTI's analysis of fees and rollovers in support of their motion to change fee structure	1.20
02/06/13	AH	Call w/ G. Gutzeit (FTI) re: FTI's analysis of fees and rollovers in support of their motion to change fee structure	0.30
02/07/13	ST	Review case update summary from KL.	0.40
02/08/13	AH	Emails w/ S. Zide re: FTI fee analysis and proposed modification to their retention	0.30
02/08/13	ST	Review case update summary from KL.	0.40
02/11/13	AH	Email exchange w/ G. Gutzeit re: FTI proposed revised fee structure	0.20
02/12/13	ST	Review case update summary from KL.	0.50
02/12/13	ST	Review Debtors' motion to appoint CRO.	0.40
02/14/13	ST	Review case update summary from KL.	0.40
02/15/13	ST	Review case update summary from KL.	0.50
02/20/13	ST	Review case update summary from KL.	0.40
02/21/13	ST	Participate on call with A. Holtz from AP to discuss case issues.	0.30
02/21/13	ST	Review Debtor settlement proposal discussion.	0.40
02/21/13	AH	Call with S Tandberg re: Case Update	0.30
02/25/13	ST	Review case update summary from KL.	0.40
02/26/13	ST	Review draft JSN adversary complaint.	0.40
02/27/13	ST	Review case update summary from KL.	0.50
02/28/13	ST	Review Debtors' draft foreclosure review motion.	0.60
Total Hours			8.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-5

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	2.30	960.00	2,208.00
Scott Tandberg	6.00	525.00	3,150.00
Total Hours & Fees	8.30		5,358.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/01/13	ST	Follow up with S. Krouner from KL regarding RSU contingent purchase price adjustment.	0.70
02/01/13	ST	Call with S. Hasan from Moelis to discuss KL questions regarding Berkshire purchase price adjustments.	0.60
02/03/13	ST	Participate on call with CV, including K. Chopra, Debtors, KL, and Moelis to discuss Berkshire sale document issues.	1.40
02/03/13	ST	Participate on call with UCC Co-Chairs, KL, and Moelis to discuss counter-proposal to Berkshires purchase price adjustment offer.	1.40
02/03/13	ST	Participate on follow up call with KL, including S. Zide, and Moelis to discuss Berkshire sale issues.	0.40
02/04/13	ST	Participate on call with Mofo, including N. Evans, KL, including S. Zide, and Moelis, including S. Hasan, to discuss assumed liabilities for Walter sale.	0.40
02/04/13	ST	Update purchase price comparison schedules with S. Hasan from Moelis.	0.80
02/04/13	ST	Review draft email to Berkshire acknowledging purchase price adjustment.	0.30
02/04/13	ST	Participate on call with S. Hasan to discuss status of sales.	0.50
02/04/13	MSE	Review Schedule of Purchased Assets and Assumed Liabilities.	0.80
02/04/13	MSE	Review of Berkshire Sale update documentation.	0.90
02/04/13	MSE	Call with MoFo (including J. Wishnew) and CVP (including B. Weingarten) regarding Schedule of Purchased Assets and Assumed Liabilities.	0.50
02/04/13	ST	Review calculation of revised Berkshire purchase price adjustment proposal.	0.70
02/05/13	ST	Review Berkshire sale flow of funds.	0.50
02/07/13	MSE	Call with Kramer Levin (including S. Zide, D. Mannal) and Moelis (S. Hasan) regarding Ocwen sale issues.	0.60
02/07/13	MSE	Summarize updated Statement of Work schedules related to transition services agreements.	1.70
02/07/13	ST	Compile draft summary of key Ocwen TSA provisions.	0.60
02/07/13	ST	Review revised draft of the Ocwen sale TSA and pricing methodology.	0.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/07/13	ST	Review FHA/VA bulk sale materials.	0.70
02/08/13	ST	Reconcile list of executory contracts to be assumed and assigned to Ocwen.	0.90
02/08/13	ST	Review analysis of APA provisions related to liabilities, including GSE liabilities.	0.80
02/10/13	ST	Participate on call with K. Chopra from CV, KL, and Moelis to discuss status of Ocwen cure claim liability negotiations.	0.70
02/11/13	ST	Participate on call with Moelis, including J. Dermont, and KL, including S. Zide, to discuss Ocwen FHLMC cure cost proposal.	0.40
02/11/13	ST	Research Ocwen TSA statement of work terms to reconcile with Estate needs.	1.20
02/11/13	ST	Review Ocwen compensatory fee and foreclosure time line violation calculations.	0.90
02/11/13	MSE	Review current Ocwen related sale issues.	1.90
02/11/13	MSE	Analyze Compensatory Fee and Foreclosure Timeline Violation issues related to Ocwen sale.	1.20
02/12/13	MSE	Meet with AP Team (S. Tandberg) to discuss Ocwen Transition Services Agreements Statement of Work.	0.40
02/12/13	MSE	Review cooperation side letter for regulators relating to post-sale transition services.	0.80
02/12/13	MSE	Review and prepare schedules of Ocwen Transition Services Agreements Statement of Work.	3.10
02/12/13	MSE	Compare updates to Ocwen Purchase Price Calculations.	0.80
02/12/13	MSE	Call with Kramer Levin (including J. Shifer) regarding transitions service agreements.	0.60
02/12/13	ST	Participate on call with UCC co-chairs and advisors to discuss Ocwen purchase price adjustment negotiations.	1.20
02/12/13	ST	Participate on call with R. Weiss from Mofo and J. Shifer from KL to discuss Ocwen TSA.	0.70
02/12/13	ST	Participate on call with S. Hasan from FTI to discuss variance between Ocwen purchase price calculations.	0.80
02/13/13	ST	Draft Ocwen TSA question list for Mofo.	0.40
02/13/13	ST	Revise platform purchase price bridge schedule.	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/13/13	ST	Participate on call with S. Hasan and A. Gibler from Moelis to discuss platform purchase price change bridge schedule.	0.50
02/13/13	ST	Reconcile Ocwen servicing pricing with Ally subservicing agreement.	0.60
02/13/13	ST	Participate on call with J. Wishnew from Mofo, KL, and ResCap to discuss final modification to Ocwen TSA and SoWs.	0.60
02/13/13	ST	Participate on call with Mofo, including N.Evans, KL, Mofo, and Ocwen advisors to discuss Ocwen closing check list.	0.80
02/13/13	MSE	Call with Moelis (S. Hasan) to discuss platform purchase price adjustments presentation.	0.50
02/13/13	MSE	Review and compare pricing exhibits related to Ocwen and ResCap Transition Service Agreement costs.	1.40
02/13/13	MSE	Update schedules of Statement of Work Transition Services Agreements for pricing.	1.70
02/13/13	MSE	Review Closing Procedures and Timing schedules related to Ocwen sale.	0.40
02/13/13	MSE	Prepare schedules related to changes in purchase prices from initial bids to auctions.	1.30
02/13/13	MSE	Analyze platform purchase price adjustments presentation.	1.80
02/13/13	MSE	Call with MoFo, FTI, CVP, Company related to Ocwen-ResCap closing checklist.	0.90
02/13/13	ST	Review Ocwen transition services agreement schedules, including SoW pricing.	1.80
02/14/13	ST	Review Ocwen purchase price and assumed liabilities schedules.	1.40
02/14/13	ST	Participate on call with M. Fahy Woehr from ResCap to discuss methodology to derive Ocwen fee-based master servicing pricing.	0.60
02/14/13	MSE	Review changes of Statement of Work proposals related to Transition Services Agreements.	1.20
02/14/13	MSE	Respond to sale transaction diligence questions.	0.60
02/14/13	MSE	Call with Kramer Levin (including S. Zide) and Moelis (S. Hasan) regarding the Schedule of Purchased Assets and Assumed Liabilities.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/14/13	MSE	Call with MoFo, Company, CVP, Kramer Levin regarding Pre-closing flow of funds checklist.	0.60
02/14/13	MSE	Follow-up call with MoFo, Company, CVP, Kramer Levin regarding Pre-closing flow of funds checklist.	0.60
02/14/13	MSE	Call with MoFo (including J. Wishnew) regarding transition service agreements.	0.60
02/14/13	MSE	Follow-up call with MoFo, CVP regarding pre-close Ocwen sale issues.	0.50
02/14/13	MSE	Follow-up call with Kramer Levin (J. Shifer) regarding transition services agreements.	0.40
02/14/13	MSE	Review of recent update of Schedule of Purchased Assets and Assumed Liabilities.	1.30
02/14/13	MSE	Review ResCap-Ocwen Servicing Agreement and Subservicing Agreement.	0.90
02/14/13	ST	Participate on call with S. Hasan from Moelis to discuss revisions to the purchase price bridge.	0.60
02/14/13	ST	Respond to questions from KL regarding Ocwen purchase price bridge schedule.	0.40
02/14/13	ST	Participate on call with S. Krouner from KL to discuss proposed Ocwen master servicing pricing.	0.40
02/14/13	ST	Participate on call with Debtors, Mofo, and KL to discuss issues related to Ocwen SoWs.	0.40
02/14/13	ST	Reconcile updated Ocwen statements of work.	1.30
02/14/13	ST	Participate on call with S. Krouner from KL and Moelis to discuss Ocwen schedule of purchased assets and assumed liabilities.	0.70
02/14/13	ST	Create updated matrix of final Ocwen SoWs.	0.70
02/14/13	ST	Participate on closing checklist call with Mofo, KL, CV, and Moelis to discuss status of closing items.	0.80
02/14/13	ST	Participate on call with S. Krouner from KL to discuss Ocwen master servicing pricing adjustments.	0.50
02/14/13	ST	Participate on call with Debtors, including T. Hamzhepour, Mofo, and KL to discuss Ocwen SoWs and transition.	0.50
02/14/13	ST	Confirm Ocwen subservicing pricing changes in subservicing agreement.	0.50



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/15/13	ST	Update purchase price variance bridging schedule.	1.20
02/15/13	ST	Review revisions to Ocwen subservicing agreements.	0.40
02/15/13	ST	Participate on call with Mofo, Ocwen counsel, and KL to discuss status of Ocwen closing check list.	0.70
02/15/13	MSE	Review final pricing updates related to transition service agreements.	0.80
02/15/13	MSE	Review final statement of work documents for Ocwen sale.	1.10
02/15/13	MSE	Final Ocwen sale closing checklist calls with legal team, banks and company.	0.40
02/15/13	ST	Participate on call with K. Kohler from Mofo and KL to discuss revisions to Ocwen master subservicing pricing.	0.50
02/15/13	ST	Participate on pre-closing checklist call with Mofo, Ocwen counsel, and KL.	0.60
02/15/13	MEL	Review documents associated with Ocwen closing and related cure claims.	0.50
02/19/13	MSE	Reconcile platform and HFS assets purchase price summary presentation.	1.30
02/19/13	MSE	Call with Moelis (S. Hasan) regarding sale assumed costs.	0.30
02/19/13	MSE	Call with FTI (T. Meerovic) regarding sale assumed costs.	0.50
02/25/13	MSE	Call with MoFo (including T. Goren), Kramer Levin (S. Zide) regarding cure claim objections.	1.10
02/27/13	MSE	Research Berkshire post-Closing True-Up calculation issues.	0.90
02/27/13	ST	Respond to KL questions regarding Ocwen and Berkshire proceeds.	0.50
02/27/13	ST	Participate on call with KL, including S. Zide, and Moelis to discuss berkshire purchase price adjustment.	0.40
02/27/13	ST	Participate on call with CV, including R. Kielty, Mofo, and KL to discuss Berkshire purchase price adjustments.	1.00
02/27/13	ST	Respond to KL question regarding accrued interest purchase price adjustment.	0.40
02/27/13	ST	Review Berkshire true-up calculations and collections reconciliations.	1.30
02/27/13	MSE	Review of Berkshire purchase price true up schedules provided by CVP.	1.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Date	Consultant	Description of Services	Hours
02/27/13	MSE	Follow-up call with Kramer Levin (S. Krouner) regarding Berkshire APA.	0.30
02/27/13	MSE	Call with Kramer Levin (including S. Krouner) regarding Berkshire post-Closing True-Up calculation issues.	0.40
02/27/13	MSE	Prepare list of diligence questions relating to Berkshire sale closing issues.	0.80
02/27/13	MSE	Call with Moelis (S. Hasan) regarding Berkshire post-Closing True-Up calculation issues.	0.30
02/27/13	MSE	Call with CVP (including R. Kielty) and MoFo (including T. Goren) regarding Berkshire post-Closing True-Up calculation issues.	0.90
02/27/13	MSE	Call with Kramer Levin (J. Shifer) regarding Berkshire post-Closing True-Up calculation issues.	0.40
02/28/13	MSE	Review updated information related to Berkshire purchase price adjustments.	0.60
Total Hours			79.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-6

Re: Proposed Asset Sales
Client/Matter # 007351.00012

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	0.50	695.00	347.50
Scott Tandberg	38.80	525.00	20,370.00
Michael S Eisenberg	39.90	360.00	14,364.00
Total Hours & Fees	79.20		35,081.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
02/05/13	MEL	Participate in a portion of co-chair call (Dubel, Finkel, Eckstein, et al)	1.00
02/05/13	DO	Participate in Co-Chairs weekly conference call.	0.80
02/05/13	ST	Participate on call with UCC co-chairs and advisors to discuss issues for UCC meeting.	1.00
02/06/13	ST	Participate in UCC meeting, with UCC, advisors, and mediator.	4.50
02/06/13	DO	Participate in Committee meeting telephonically during Mediator's presentation.	0.90
02/06/13	HK	Attend UCC meeting. Topics included: RMBS update, presentation from Mediator, debriefings of reactions to Mediator presentation, post sale cash use.	4.50
02/06/13	MEL	Participate in UCC meeting (RMBS, Judge Peck, Kathy Patrick, etc.)	4.50
02/12/13	MSE	Participate in a portion of UCC CO-chair call.	0.70
02/12/13	HK	Participate in a portion of telephonic meeting with Kramer Levin (Eckstein) and counsel to UCC members. Topics included: (i) next steps in mediation/plan negotiations; (ii) AFI PSA Exclusivity Termination letter; (iii) STN Motion; (iv) resolution of claims outside of Plan; (v) potential CRO problems.	1.20
02/12/13	ST	Participate on a portion of call with UCC advisors to discuss status of plan and estate issues.	1.10
02/12/13	MEL	Participate in a portion of call among committee professionals.	1.00
02/13/13	MEL	Participate in a portion of weekly UCC call.	1.50
02/13/13	ST	Participate on a portion of weekly UCC call with UCC and advisors to discuss case issues.	2.10
02/13/13	HK	Participate in a portion of telephonic UCC meeting. Topics included: (i) company update from ResCap management; (ii) FHA loan sale update; (iii) Mediation/Plan negotiations; (iv) CRO/Management issues; (v) FTI Fee Agreement; (vi) AIG Allstate Motion to reclassify claims.	2.00
02/20/13	MEL	Participate in a portion of Committee co-chair call. (Eckstein, Dubel, et al.)	1.00



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Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
02/20/13	ST	Participate on a portion of call with UCC co-chairs and advisors in preparation for weekly UCC meeting.	0.60
02/21/13	MSE	Participate on a portion of weekly UCC call.	2.80
02/21/13	ST	Participate in a portion of weekly UCC meeting with UCC and advisors to discuss case issues.	3.80
02/21/13	MEL	Participate in UCC meeting at KL office. (Eckstein Dubel, et al.)	4.00
02/21/13	DO	Participate on relevant segments of full-hands committee meeting.	0.50
02/28/13	MSE	Participate in a portion of weekly UCC call.	1.70
02/28/13	ST	Participate on a portion of weekly UCC call with UCC and advisors to discuss case issues.	1.80
02/28/13	DO	Participate on relevant sections of All Hands Committee conference call.	0.60
Total Hours			43.60



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Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	7.70	960.00	7,392.00
Denis O'Connor	2.80	960.00	2,688.00
Marc E Landy	13.00	695.00	9,035.00
Scott Tandberg	14.90	525.00	7,822.50
Michael S Eisenberg	5.20	360.00	1,872.00
Total Hours & Fees	43.60		28,809.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-8

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
02/04/13	DO	Review pleadings by Committee regarding objection to Debtor's motion pursuant to F.R.B.P. 9019 for RMBS Trust Settlement.	1.10
02/05/13	HK	Review and consider merits of Expert report of Katherine Schipper submitted by ResCap.	1.20
02/05/13	MEL	Review expert report of Katherine Schipper and referenced documentation.	2.20
02/06/13	HK	Follow-up on Kramer Levin request regarding Schipper Expert Report.	0.80
02/12/13	HK	Consult with Phil Kaufmann (Kramer Levin) re: analysis of Schiffer Declaration.	0.40
02/12/13	DS	Review of Ally RMBS expert report regarding disclosure of Rep and Warranty Liability	0.50
02/12/13	DS	Review of Statements on Financial Accounting Standards related to disclosure of RMBS Rep and Warranty Liability.	0.50
02/12/13	MEL	Participate in call with P.Kaufman (KL) and H. Kelly to discuss Schipper Declaration.	0.30
02/12/13	MEL	Review GAAP and SEC guidelines regarding accounting and disclosure for RMBS reserves.	0.90
02/12/13	MEL	Review Schipper Declaration to prepare for call with KL.	0.30
02/19/13	MEL	Conduct targeted searches related to Schipper Expert Report.	6.20
02/19/13	DS	Analysis of Ally Financial Statement footnote disclosure re: RMBS Settlement	1.00
02/20/13	MEL	Discuss searches related to Schipper Expert Report with Harvey Kelly.	0.50
02/20/13	AM	Review of downloaded documents from Relativity associated with R&W disclosure.	1.10
02/20/13	AM	Review R&W disclosure from Q1 2012.	0.80
02/20/13	HK	Review and consider documents for potential relevance to Schiffer deposition.	0.60
02/20/13	MEL	Conduct searches related to Schipper Expert Report.	3.30
02/21/13	DS	Compile and send docs of interest to A. Levine (KL) re: Financial Statement disclosure of RMBS Exposure	0.30
02/25/13	MEL	Call with J. Dunlap and S. Gribbon regarding Schipper	0.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-8

Re: RMBS Settlement
Client/Matter # 007351.00017

Date	Consultant	Description of Services	Hours
		expert report	
Total Hours			22.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-8

Re: RMBS Settlement
Client/Matter # 007351.00017

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	3.00	960.00	2,880.00
Denis O'Connor	1.10	960.00	1,056.00
Marc E Landy	14.40	695.00	10,008.00
Tony Muzzin	1.90	475.00	902.50
Davin Strouse	2.30	280.00	644.00
Total Hours & Fees	22.70		15,490.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
02/06/13	MSE	Review updated December collateral report provided by FTI.	1.80
02/12/13	TMT	Review of provided Original Issue Discount amortization schedule	2.10
02/12/13	TMT	Call with Brian McDonald of FTI regarding provided Original Issue Discount amortization schedule	0.30
02/20/13	TMT	Review of factors impacting Junior Secured Note holder recoveries	1.30
02/22/13	MEL	Participate in status call with KL (Daniels, et al) and Pachulski (Morris, et al.) regarding adversary complaint	0.40
02/22/13	TMT	Analysis of newly produced 5-13-12 trial balance support schedules	0.90
02/24/13	TMT	Preparation of complaint HFS Repo Released schedule using newly produced 5-13-12 trial balance support schedules	1.40
02/24/13	TMT	Preparation of complaint Real Estate Owned (REO) preference schedule using newly produced 5-13-12 trial balance support schedules	1.60
02/24/13	TMT	Analysis of newly produced 5-13-12 trial balance support schedules	2.70
02/24/13	TMT	Preparation of complaint HFS preference schedule using newly produced 5-13-12 trial balance support schedules	2.80
02/25/13	TMT	Preparation of complaint Government Receivables (FHA-VA) preference schedule using newly produced 5-13-12 trial balance support schedules	3.00
02/25/13	MEL	Call with KL (Daniels) and Pachulski (Kevane, et al) to discuss status of collateral motion.	0.40
02/26/13	MEL	Review updated adversary complaint and related schedules related to collateral	1.80
02/26/13	TMT	Preparation of complaint schedules using newly produced 5-13-12 trial balance support schedules for HFS assets previously pledged to bilateral facilities	2.90
02/26/13	TMT	Preparation of complaint Government Receivables (FHA-VA) preference schedule using newly produced 5-13-12 trial balance support schedules	2.20
02/26/13	TMT	Preparation of complaint schedules using newly produced 5-	0.70



Residential Capital, LLC
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Invoice # 2047285-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
		13-12 trial balance support schedules for trading security assets previously pledged to bilateral facilities	
02/26/13	TMT	Preparation of complaint schedules using newly produced 5-13-12 trial balance support schedules for real estate owned assets previously pledged to bilateral facilities	0.80
02/26/13	TMT	Review of latest draft adversary complaint and related schedules	1.60
02/28/13	TMT	Review of latest draft adversary complaint and related schedules	0.80
Total Hours			29.50



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Invoice # 2047285-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	2.60	695.00	1,807.00
Todd Toaso	25.10	475.00	11,922.50
Michael S Eisenberg	1.80	360.00	648.00
Total Hours & Fees	29.50		14,377.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
02/01/13	MEL	Meeting with D. O'Connor to discuss approach to recovery analysis requested by KL.	1.00
02/01/13	MEL	Review status of investigation-related activities.	2.50
02/01/13	MEL	Review Relativity documents to consider in updated solvency analysis.	1.20
02/01/13	DO	Review I.G.'s report to Ally Financial.	0.40
02/01/13	DO	Map assertions in I.G.'s Report on Ally Financial to Committee and AFI's base line presentations and summarize variances.	0.80
02/01/13	MA	Reviewed draft work product and updated investigations workplan.	1.50
02/01/13	MA	Reviewed documents provided by Kramer and assigned workstreams for analysis.	1.00
02/01/13	MA	Reviewed documents related to R&W liability and EPDs and provided summary to Kramer.	1.50
02/01/13	DO	Meeting with Marc Landy regarding recovery analysis	1.00
02/03/13	MA	Responded to email questions from S. Ettari and C. Siegel (Kramer).	0.50
02/04/13	MEL	Review status of updated capital contributions analysis.	3.20
02/04/13	MA	Conducted relativity searches for documents related to ResCap liquidation analysis	1.50
02/04/13	MA	Reviewed draft capital contributions presentation and discussed updates with S. Alter.	0.70
02/04/13	MA	Reviewed numerous relativity documents (presentations prepared by ResCap advisors in 2008 and 2009).	2.00
02/04/13	MA	Discussed next steps on capital contributions deck with S., Chu.	0.50
02/04/13	MA	Reviewed numerous relativity documents (related to GMAC TARP program).	1.50
02/04/13	HK	Review solvency and liquidity analysis and prepare considerations.	0.90
02/04/13	DO	Review email note and attachments updating committee on sale process, court pleadings and case status.	0.50
02/04/13	MA	Reviewed GMAC 2007 BOD minutes for capital	0.50



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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		contributions to ResCap.	
02/04/13	SC	Relativity Searches on TARP and updated capital contribution deck.	4.30
02/04/13	SC	Relativity Searches on TARP and updated capital contribution deck.	3.70
02/04/13	MSE	Review SIGTARP report on Ally TARP assistance.	1.00
02/04/13	SMA	Discussions with M. Arango regarding revisions to the capital contribution presentation	0.30
02/04/13	MA	Discussed updates re: capital contributions presentation with S. Alter.	0.30
02/04/13	DS	Relativity searches for GMAC Board of Directors Minutes from 2007.	1.10
02/05/13	SMA	Discussions with M. Arango & S. Katzman regarding capital contributions	0.40
02/05/13	SMA	Analysis of Ally capital contributions from 2006-2010	7.80
02/05/13	MSE	Review of Ally Financial earnings release.	0.80
02/05/13	SC	Relativity Searches on 2007 and 2008 cash contributions and updated the capital contribution deck.	4.30
02/05/13	SC	Relativity Searches on 2007 and 2008 cash contributions and updated the capital contribution deck.	3.70
02/05/13	DO	Review 4Q 2012 Ally Earnings call: selected comments, slides etc. provided by Moelis.	0.40
02/05/13	HK	Analyze selected citations regarding ResCap's historical liquidity challenge.	1.40
02/05/13	MA	Review workplan and set workstreams for capital contributions presentation	1.10
02/05/13	MA	Discussed next steps on various work streams with M. Landy and T. Toaso.	0.60
02/05/13	MA	Discussed next steps on capital contributions deck with S. Alter.	0.20
02/05/13	MA	Worked on updating draft capital contributions analysis for Kramer.	3.50
02/06/13	MEL	Review status of updated capital contributions analysis.	1.80
02/06/13	MA	Worked on draft presentation for Kramer.	3.80



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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	3.80
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	4.20
02/06/13	SMA	Analysis of Ally capital contributions to Rescap.	5.90
02/06/13	SMA	Discussions with M. Landy regarding capital contributions presentation.	1.00
02/07/13	SMA	Discussions with M. Arango regarding revisions to capital contribution presentation.	0.50
02/07/13	MA	Reviewed documents provided by Kramer Levin.	1.00
02/07/13	SC	Prepared source documents for the capital contribution deck.	4.20
02/07/13	SC	Research on 2006 dividends paid.	3.80
02/07/13	MA	Reviewed draft document provided by Kramer and discussed upcoming call with A&M/Cleary with M. Landy.	1.40
02/07/13	DO	Review updated capital contribution analyses including inter-company transfers/charges.	1.10
02/07/13	MA	Discussed draft documents and status of various work streams with S. Ettari (Kramer).	0.70
02/07/13	MA	Discussed next steps on capital contributions deck with S. Alter and M. Landy.	0.50
02/07/13	MA	Make revisions to draft capital contributions analysis.	1.10
02/07/13	DO	Review Committee updated (prepared by KL) and related attached analyses and draft pleadings.	0.20
02/07/13	MA	Conducted research on 2006 dividends paid by ResCap.	1.60
02/07/13	MA	Conducted relativity searches for pre-June 2008 TNW requirement.	1.80
02/07/13	MA	Reviewed status of analyses and updated investigations workplan	0.70
02/07/13	MA	Discussed various topics with Cleary (J. Opolsky), A&M (A. Sagat and D. Coles) and Kramer (D. Mannal, S. Ettari and C. Siegel).	0.70
02/07/13	SMA	Analysis of capital contributions	7.10
02/08/13	MA	Conducted relativity searches related to ResCap tangible net worth covenant requirements.	3.50



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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
02/08/13	MA	Conducted additional research on 2006 ResCap dividends	1.00
02/08/13	DO	Analyze Capital Contribution analysis of intercompany accounts/charges.	0.80
02/08/13	MA	Reviewed draft Kramer submission.	2.00
02/08/13	SC	Updated capital contribution deck with 2006 dividend information.	3.40
02/08/13	DO	Review Committee updates prepared by Kramer Levin.	0.20
02/08/13	SC	Relativity searches related to ResCap Tangible Net Worth covenants	2.10
02/11/13	DO	Follow-up with team on Capital Contribution analyses.	0.20
02/11/13	DO	Conference call with reps from Alvarez & Marsal to address insolvency and capital contributions subjects.	0.50
02/11/13	SMA	Analysis of Rescap capital contributions	1.40
02/11/13	MA	Worked on draft capital contributions deck - prepared analysis of ResCap's financial condition.	2.60
02/11/13	MA	Worked on draft capital contributions deck - prepared analysis of related party debt.	1.50
02/11/13	MA	Worked on draft capital contributions deck -analyzed benefits to Ally of ResCap support.	2.70
02/11/13	MA	Worked on draft capital contributions deck - prepared summary of Ally capital contributions to ResCap.	1.40
02/11/13	MA	Worked on draft capital contributions deck - reviewed leverage ratio analysis.	0.30
02/11/13	SC	Relativity searches and document review related to Ally's consolidated tangible net worth covenant	4.20
02/11/13	SC	Relativity searches and document review related to Ally's consolidated tangible net worth covenant	3.80
02/12/13	SC	Make revisions to Ally Capital Contributions deck.	3.70
02/12/13	SEK	Perform critical review of Ally capital contributions presentation	1.00
02/12/13	MA	Had discussions with S. Ettari and N. Hammerman (Kramer) on potential RMBS related work and followed up with M. Landy	0.40
02/12/13	SMA	Review of new production for documents related to capital	0.70



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Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		contribution	
02/12/13	WW	Review ResCap 10Q for secured debt and collateral disclosure	2.20
02/12/13	SMA	Discussions with M. Arango regarding capital contribution analysis.	0.70
02/12/13	MA	Revise draft capital contributions deck.	3.80
02/12/13	MA	Discussed next steps on capital contributions deck with S. Alter.	0.70
02/12/13	DO	Review committee update memo prepared by Kramer Levin and relevant pleadings attached.	0.40
02/13/13	MA	Prepared for meeting with Kramer on solvency. Reviewed draft A&M solvency analysis and various AlixPartners work streams.	2.30
02/13/13	MA	Discussed ResCap debt repayments on Ally facilities with A. Sagat (A&M)	0.30
02/13/13	MA	Researched ResCap financial statements related to debt forgiveness.	0.70
02/13/13	MA	Meeting with Kramer (G. Horowitz, C. Siegel, J. Rochon, N. Simon and S. Ettari) to discuss solvency analysis.	3.20
02/13/13	MA	Follow-up with investigations team after meeting with Kramer.	1.50
02/13/13	SMA	Review of TARP assistance	2.30
02/13/13	SMA	Executive summary for capital contribution presentation	0.40
02/13/13	SEK	Reviewed capital contributions deck	1.20
02/14/13	SEK	Reviewed capital contributions deck	1.40
02/14/13	SMA	Discussions with M. Arango regarding capital contributions presentation	0.30
02/14/13	DO	Review Committee updates and related pleadings and attachment.	0.40
02/14/13	MA	Conducted research on putback expense projections for the banking industry.	1.00
02/14/13	MA	Reviewed credit ratings reports and bank analyst reports on ResCap.	3.00
02/14/13	MSE	Review historical solvency analysis calculations.	0.60



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Date	Consultant	Description of Services	Hours
02/15/13	SMA	Analysis of Rescap tangible net worth covenants	3.40
02/15/13	MA	Researched bank analyst reports on ResCap. Prepared summary of findings.	3.50
02/15/13	SEK	Reviewed Ally capital contributions presentation	1.20
02/19/13	MSE	Research ResCap valuation testimony reports from PACER.	0.70
02/19/13	MA	Reviewed draft examiner submission and researched open items.	3.50
02/19/13	SMA	Analysis of disclosures related to tangible net worth covenant	0.90
02/19/13	MA	Reviewed relativity documents related to ResCap's EPD and R&W liability and draft summary of findings.	1.00
02/20/13	MA	Researched interest payments on related party debt facilities.	3.10
02/20/13	MA	Researched tax related documents per A&M request.	0.80
02/20/13	MA	Researched investor presentations on open items related to solvency.	0.50
02/21/13	MA	Reviewed documents provided by Kramer and prepared summary of observations.	2.00
02/21/13	MA	Reviewed document provided by Kramer. Conducted related relativity searches and discussed findings with S. Ettari (Kramer).	1.50
02/22/13	MA	Conducted research on bank analyst reports for ResCap.	1.00
02/22/13	MA	Prepared for meeting with Kramer. Reviewed draft work product and email on open questions from Kramer.	1.50
02/26/13	MA	Reviewed documents identified by Kramer. Conducted related research on Relativity and prepared summary of findings.	1.80
02/27/13	MA	Researched dividend issue for C. Siegel (Kramer).	1.50
02/27/13	MA	Reviewed documents for Kramer related to Examiner submission. Conducted additional relativity searches and prepared responses to questions.	2.10
02/28/13	MA	Reviewed document provided by K. Denk (Kramer). Conducted related relativity research. Discussed document with K. Denk and reviewed draft Kramer work product.	2.00
02/28/13	MA	Reviewed draft examiner submission.	1.70



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Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
02/28/13	MA	Researched items for S. Ettari. Discussed findings with S. Ettari.	1.50
Total Hours			203.50



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Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	2.30	960.00	2,208.00
Denis O'Connor	6.90	960.00	6,624.00
Seth M Alter	33.10	645.00	21,349.50
Marc E Landy	9.70	695.00	6,741.50
Mercedes Arango	91.10	695.00	63,314.50
Sunny Chu	49.20	475.00	23,370.00
Sarah E Katzman	4.80	325.00	1,560.00
Michael S Eisenberg	3.10	360.00	1,116.00
Wei Wei	2.20	360.00	792.00
Davin Strouse	1.10	280.00	308.00
Total Hours & Fees	203.50		127,383.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
02/01/13	DO	Analyze Rep & Warranty Liability at June 2008.	0.60
02/01/13	DO	Review insolvency issues, including assessment of a ResCap June, 2008 chapter 11 filing and hypothetical impact/recovery for creditors.	1.00
02/01/13	DO	Analyze updates to Insolvency analysis for submission to Examiner	1.10
02/01/13	DS	Researched Bloomberg for Credit Default Swap pricing data for ResCap and Ally from 2007-2012.	3.10
02/01/13	DS	Analysis of Credit Default Swap data pulled from Bloomberg.	2.60
02/04/13	SEK	Conducted relativity searches for GMAC Bank consolidated financials	1.60
02/04/13	DS	Correspondence with Jarod Kimble (AP) and research re: futures contract prices	0.50
02/04/13	SEK	Prepared presentation slides related to GMAC Bank Mortgage/Auto division analysis	2.00
02/04/13	JLK	Bloomberg and other research associated with futures contracts on Case-Shiller Index	2.50
02/04/13	MEL	Review solvency analysis.	1.30
02/04/13	MEL	Revise solvency analysis.	5.50
02/04/13	DO	Analyze ResCap liquidity needs during the period 4th Qtr. 2006, 2007, 2008 and first half of 2008.	0.80
02/04/13	DO	Analyze economic indicators 2006, 2007, and 2008 and map to ResCap liquidity factors considered in the insolvency analysis.	0.50
02/04/13	DO	Review updated insolvency analysis.	0.90
02/04/13	TMT	Analysis of Sillman representation and warranty liability in connection with solvency analysis	1.80
02/04/13	SMA	Review GMAC bank segment analysis	0.70
02/04/13	SMA	Analysis of GMAC bank BOD packages	2.80
02/04/13	SMA	Review of Fitch analysis	0.40
02/04/13	SMA	Analysis of GMAC bank BOD minutes	0.30
02/04/13	HK	Analyze updated AlixPartners prepared solvency analysis	2.70



Residential Capital, LLC
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Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		and Alvarez & Marsal prepared "All or Substantially All" analysis.	
02/04/13	TMT	Review of ResCap asset valuation work papers found in recent production	3.20
02/04/13	TMT	Analysis of Sillman loss calculation versus estimated losses of December 2007	4.80
02/05/13	TMT	Make revisions to Solvency presentation	1.60
02/05/13	TMT	Analysis of Sillman representation and warranty liability in connection with solvency analysis	2.40
02/05/13	TMT	Analysis of ResCap publicly traded debt re: solvency analysis	2.30
02/05/13	TMT	Updating of Solvency presentation for information found in asset valuation work papers	2.50
02/05/13	DO	Analyze Rep & Warranty obligation estimates included in APLLP, Alvarez, Cornell & Sillman and bridge/reconcile significant differences.	0.90
02/05/13	DO	Review Expert Reports (B. Cornell, F. Sillman & J.F. Morrow) to assess R&W put-back calculations and fold-in calculations used for insolvency.	1.70
02/05/13	MA	Researched open item related to GMAC Bank for S. Ettari (Kramer).	0.50
02/05/13	SEK	Prepared presentation slides related to GMAC Bank Mortgage/Auto division analysis	2.80
02/05/13	DS	Correspondence with the Chicago Mercantile Exchange re: Historical Futures Pricing Data	0.40
02/06/13	DS	Relativity searches re: AP Solvency analysis	1.30
02/06/13	DO	Analyze build-up and related assumptions (e.g. loss rate growth; severity outlook; discounting; etc) for Rep & Warranty liability included in Insolvency Analysis.	0.80
02/06/13	DO	Review CME futures support for projecting future severity rates.	0.20
02/06/13	DO	Review insolvency / rep & warranty liability components and calculations for (a) projected loss; (b) severity and (c) rep & warranty allocation percentage.	0.70



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
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Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
02/06/13	DO	Analyze variances of R&W liability used for insolvency analysis between APLLP and Debtors' expert's calculations.	0.80
02/06/13	TMT	Documentation of representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007	2.10
02/06/13	TMT	Analysis of changes in ResCap public debt trading prices during the period 2007-2010	2.50
02/06/13	TMT	Preparation of database containing ResCap assets encumbered as collateral and unencumbered assets for the period of 2007 through petition date	1.50
02/07/13	DO	Analyze insolvency adjustments from 10-Q's and underlying adjustment logic.	1.20
02/08/13	DO	Review insolvency adjustments for mortgage loans held for investment; other real estate owned and mortgage loans held for sale and assess causes of changes to adjustments.	1.20
02/08/13	DO	Review housing/real estate, economic and government statistics on map to insolvency for consistency.	0.30
02/11/13	DO	Follow-up discussion with M. Landy and T. Toaso regarding issues raised during Alvarez & Marsal conference call.	0.20
02/11/13	DO	Review Committee updates prepared by counsel.	0.20
02/11/13	DO	Analyze 10K's and 10Q's for reserve data and variances of mortgages held for sale.	0.60
02/11/13	DO	Analyze Alvarez & Marsal's insolvency analysis.	0.40
02/11/13	TMT	Analysis of ResCap secured debt facilities during the period 2007 through petition date	1.60
02/11/13	TMT	Call with Alvarez & Marsal (Sagat & Coles) regarding solvency	0.50
02/11/13	TMT	Follow-up from call with Alvarez & Marsal regarding solvency with Denis O'Connor and Marc Landy	0.20
02/11/13	TMT	Discussion after call with Alvarez and Marsal regarding solvency analysis with Marc Landy and Denis O'Connor	0.20
02/11/13	TMT	Construction of database containing ResCap assets encumbered as collateral and unencumbered assets for the period of 2007 through petition date	4.50



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Date	Consultant	Description of Services	Hours
02/11/13	TMT	Call with Alvarez and Marsal regarding solvency analysis	0.50
02/11/13	MEL	Follow up from call with A&M (Sagat & Coles) re: Solvency.	0.20
02/11/13	MEL	Call with A&M (Sagat & Coles) re: Solvency.	0.50
02/12/13	MA	Updated research on GMAC Bank.	1.00
02/12/13	MSE	Update GMAC Bank equity roll-forward.	1.60
02/12/13	SC	Document search and review for 2006 EPD issue	4.30
02/12/13	TMT	Analysis of ResCap secured debt facilities during the period 2007 through petition date	2.30
02/12/13	TMT	Preparation of database containing ResCap assets encumbered as collateral and unencumbered assets for the period of 2007 through petition date	3.60
02/12/13	DO	Participate on Committee's professionals conference call.	0.80
02/12/13	DO	Analyze capitalization shortfalls at ResCap.	0.70
02/12/13	DO	Analyze insolvency adjustments and related supporting schedules.	0.70
02/13/13	DO	Analyze Debtor's expert report regarding \$8.7 billion losses from Rep & Warranty exposure versus Debtors SEC disclosures of \$0 - 4.0 billion.	0.70
02/13/13	DO	Analyze market drivers (e.g. Bond prices, comps trading values, etc.) and map to insolvency adjustments.	0.80
02/13/13	DO	Review updated solvency analysis and support in preparation for meeting with N. Simon (Kramer Levin) and other Kramer Levin attorneys.	0.80
02/13/13	DO	Review Debtor's expert reports on 8.7 billion liability and use of market estimates as they relate to insolvency	0.40
02/13/13	DO	Meeting with Kramer Levin with G. Horowitz, N. Simon, J. Rochon, S. Ettari and Alix representatives to review insolvency analysis.	2.80
02/13/13	DO	Analyze "bridges" between Rep & Warranty values prepared by different parties to assess key differences (time, data and methodology).	1.00
02/13/13	DO	Prepare approach to address reconciliations of solvency adjustments for different parties estimate of Rep & Warranty	0.50



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Date	Consultant	Description of Services	Hours
		liability.	
02/13/13	TMT	Analysis of Sillman loss calculation versus estimated losses of December 2007	2.60
02/13/13	TMT	Meeting regarding solvency analyses performed to date at Kramer Levin (Norm Simon, Greg Horowitz, Jen Rochon, Sam Ettari)	2.50
02/13/13	TMT	Update solvency workplan following meeting at Kramer Levin	1.20
02/13/13	TMT	Analysis of ResCap assets used as security for debt as of December 2007	1.90
02/13/13	HK	Present preliminary solvency analysis to Kramer Levin (Simon, et al).	2.80
02/13/13	HK	Review documents underlying solvency analysis.	3.60
02/13/13	SC	Document search and review for 2006 EPD(Early Payment Default) issue.	3.60
02/13/13	SC	Document search and review for 2006 EPD issue	4.40
02/13/13	MA	Reviewed updated GMAC Bank equity roll-forward analysis.	0.50
02/13/13	MEL	Prepare for meeting at KL (N. Simon, et al) to discuss solvency.	2.50
02/13/13	MEL	Participate in meeting at KL (N. Simon, et al) to discuss solvency.	3.20
02/13/13	MEL	Develop approach for updated solvency analysis.	1.80
02/14/13	MEL	Review progress on updated solvency analysis.	3.50
02/14/13	MSE	Develop solvency calculations relating to ResCap financial statements.	1.10
02/14/13	MSE	Prepare analysis of historical CDS spreads of ResCap re: solvency	2.30
02/14/13	MA	Discussed next steps on solvency analysis with investigations team.	1.00
02/14/13	SC	Document search and review for 2006 EPD issue.	4.30
02/14/13	JLK	Updated bank guideline approach comparable company analysis; pulled data from Bloomberg and CapIQ	2.80



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Date	Consultant	Description of Services	Hours
02/14/13	SC	Document search and review for R&W.	3.70
02/14/13	TMT	Analysis of ResCap assets used as security for debt	2.00
02/14/13	TMT	Analysis of ResCap debt discount	3.50
02/14/13	TMT	Calculation of the weighted average debt discount on ResCap publicly traded debt	2.80
02/14/13	TMT	Review of Litigating Solvency	1.80
02/14/13	DO	Review use of market multiples and debt discount for solvency	0.40
02/14/13	DO	Analyze 2006 - 2008 ratings of ResCap, CountryWide, IndyMac to assess market indicators of insolvency, liquidity issues and R&W liability.	0.60
02/14/13	DO	Analyze reasonable value issues with regard to ResCap to /from Ally transactions.	1.20
02/14/13	DO	Review Touse case provided by counsel in order to map market and other empirical data points to insolvency analysis.	0.80
02/15/13	DO	Review cases provided by counsel providing insolvency guidelines and protocols for use of market data.	0.80
02/15/13	DO	Review insolvency articles and text provided by counsel to restructure our current approach to analyzing insolvency.	1.10
02/15/13	DO	Analyze various Credit Research and Analysts reports regarding ResCap's Recovery, liquidity, cash flow/burn and valuations.	1.50
02/15/13	SC	Relativity searches and review for 2006 EPD issue.	2.60
02/15/13	SC	Summarized 2006 EPD issue for reporting.	2.40
02/15/13	MEL	Research debt prices in connection with solvency analysis.	2.50
02/17/13	TMT	Review of analyst reports related to ResCap's financial statements	1.50
02/18/13	HK	Review and consider materials received from Kramer Levin regarding solvency measures.	1.30
02/18/13	MEL	Review status of solvency analysis.	1.50
02/19/13	MEL	Revise solvency analysis.	4.20
02/19/13	MSE	Reviewed ResCap credit rating reports as they relate to	1.20



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Date	Consultant	Description of Services	Hours
		solvency.	
02/19/13	TMT	Analysis of the composition and security related to ResCap's debt	2.80
02/19/13	TMT	Summary of stress factors referenced by ResCap in its 2006 annual report	1.40
02/19/13	TMT	Analysis of the trading price of ResCap's unsecured publicly traded debt from December 2007 through petition date	3.90
02/19/13	TMT	Review of Citi analyst report related to ResCap's	2.60
02/19/13	DO	Review insolvency tests used for ResCap with M. Landy.	0.60
02/19/13	DO	Review cases on insolvency provided by counsel in connection with developing insolvency adjustments.	1.40
02/19/13	DO	Review comparables to assess market multiples for ResCap FMV of equity.	0.60
02/19/13	DO	Analyze capital movements 2006 - 2011 and assess insolvency breaks due to intercompany transactions.	0.80
02/20/13	DO	Analyze cases, treatises and related guiding principles provided by counsel for methodology/guidelines in developing insolvency adjustments.	1.70
02/20/13	DO	Review 2006 - 2010 analyst reports to assess market views of ResCap's bankruptcy/insolvency status/options.	0.70
02/20/13	DO	Map primary insolvency adjustments to market data.	0.70
02/20/13	DO	Review of solvency adjustments using observable market condition methods.	1.80
02/20/13	DO	Review CDS commentaries of ResCap's analysts regarding defaults, insolvency and restructuring during 2007 - 2012. Analyze updates to draft insolvency analysis before transmission to counsel.	0.80
02/20/13	DO	Analyze updated insolvency deck for observable market conditions.	2.60
02/20/13	DO	Analyze market comps of ResCap.	0.60
02/20/13	DO	Review Committee Update memo and attached pleadings, letters and analyses.	0.40
02/20/13	TMT	Analysis of potential write-downs of ResCap assets as of December 2007 based on contemporaneous market data	3.90



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Date	Consultant	Description of Services	Hours
02/20/13	TMT	Review of IndyMac 2007 annual report	0.70
02/20/13	TMT	Review of documents supporting ResCap's representation and warranty liability disclosure in Q1 2012	1.80
02/20/13	TMT	Review of Washington Mutual 2007 annual report	0.40
02/20/13	TMT	Review of Countrywide 2007 annual report	0.30
02/20/13	HK	Make revisions to solvency analysis.	1.40
02/20/13	MA	Conducted relativity searches related to solvency analysis.	1.70
02/20/13	MEL	Revise solvency analysis.	5.80
02/21/13	MEL	Prepare for solvency discussion with KL.	0.50
02/21/13	MA	Reviewed approach to draft solvency analysis.	2.00
02/21/13	MA	Conducted research on ResCap comparables for solvency analysis.	2.50
02/21/13	MJB	Reviewed valuation analysis for GMAC Bank	0.50
02/21/13	TMT	Analysis of ResCap's fair market value of equity during 2007 based on the trading prices of market comparables	2.30
02/21/13	TMT	Review of Countrywide 2007 annual report	0.50
02/21/13	TMT	Preparation of presentation regarding ResCap's debt discount and equity	2.60
02/21/13	DO	Review updated solvency analysis; comparable/peer group of ResCap and Debt Discount methodology.	0.60
02/21/13	DO	Analyze cases and legal articles provided by counsel for use in solvency analysis.	1.20
02/21/13	DO	Review updated insolvency analysis provided to counsel.	1.10
02/21/13	DO	Analyze ResCap liabilities not subject to debt discounting and assess impact on insolvency calculation.	0.80
02/21/13	DO	Review emails flagged by team leaders and counsel regarding solvency adjustments.	0.40
02/21/13	DO	Analyze "comp"/peer group of ResCap to assess group excluded and group used.	0.80
02/22/13	DO	Discussion of Observable Market calculations with M. Brown (APLLP).	0.30
02/22/13	DO	Map liabilities from 10-k to our insolvency analysis and Debt Discount calculations.	0.50



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Date	Consultant	Description of Services	Hours
02/22/13	DO	Meeting with Kramer Levin with attorneys G. Horowitz; N. Simon, J. Rochon & S. Ettari to address damage claims; insolvency analysis and Bank Deconsolidation.	2.70
02/22/13	DO	Review draft insolvency analysis and supporting schedules in preparations for meeting with counsel.	0.70
02/22/13	DO	Analyze impacts and reversals for Bank Deconsolidation values (positives and negatives) for gross inclusion in insolvency analysis.	0.70
02/22/13	DO	Review notes from meeting with counsel	0.30
02/22/13	DO	Analyze other Observable Market calculations for solvency for consistency with our approach.	0.80
02/22/13	TMT	Analysis of trading activity related to ResCap unsecured notes from 2007 through petition date	1.90
02/22/13	TMT	Meeting at Kramer Levin to discuss solvency analysis with Norm Simon, Jen Rochon, Sam Ettari, and Greg Horowitz	2.50
02/22/13	TMT	Preparation of presentation regarding ResCap's debt discount and equity as of December 2007	1.90
02/22/13	MJB	Reviewed valuation analysis and research	1.80
02/22/13	MA	Conducted additional market research from 2009 through 2012 re: Solvency analysis.	3.50
02/22/13	MA	Met with Kramer on draft solvency analysis (G. Horowitz, J. Rochon, N. Simon and S. Ettari).	2.50
02/22/13	MSE	Review RMBS trust data schedules as they relate to solvency	0.80
02/22/13	MSE	Review updated historical solvency analysis.	0.60
02/22/13	MEL	Develop work plan for updated solvency analyses.	3.50
02/22/13	MEL	Participate in meeting at KL to discuss solvency (Simon, Horowitz, et al)	2.50
02/22/13	CB	Market research for Solvency Analysis.	1.00
02/22/13	DS	Compile documents for Solvency Analysis meeting with Kramer Levin	2.10
02/22/13	JLK	Reviewed comp list; researched prior historical multiples	0.80
02/22/13	JLK	Updated bank list for comp multiples	1.30



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Date	Consultant	Description of Services	Hours
02/23/13	CB	Market research for Solvency Analysis.	2.00
02/23/13	MEL	Review solvency analysis and set workplan.	0.50
02/23/13	MEL	Conduct targeted Relativity searches to enable updates to solvency analysis	3.50
02/24/13	MEL	Document review in connection with updated solvency analysis.	2.80
02/24/13	CB	Review SEC filings for Solvency Analysis.	0.90
02/24/13	CB	Market research for Solvency Analysis.	0.50
02/24/13	MSE	Review Debtor's RMBS trust schedules related to loss severity calculations re: solvency	3.10
02/24/13	TMT	Review of updates made to Solvency presentation based on Counsel input	0.50
02/25/13	DO	Review Relativity documents provided by counsel supporting solvency analyses.	0.80
02/25/13	DO	Analyze market based indicators 2007 - 2012 to assess movements conferring insolvency.	0.60
02/25/13	DO	Review Committee update reports and attached pleadings, reports and analyses.	0.30
02/25/13	DO	Review analysts reports regarding "haircuts" and "valuation marks" to Mortgages Held for Sale, Mortgages Held for Investment, MSR's, trading securities and Lending Receivables for protocols/consistency with "valuation marks" in our insolvency analysis.	0.80
02/25/13	DO	Analyze bond trading valuations 2007 - 2012.	0.70
02/25/13	DO	Discussions with M. Landy and M. Arango regarding solvency issues.	0.70
02/25/13	DO	Analyze Bank Deconsolidation damages, calculations, map to insolvency adjustments and assess modifications needed to harmonize protocols for damages and insolvency.	0.70
02/25/13	MSE	Analyze RMBS trust's delinquency data schedules re: solvency	2.70
02/25/13	MA	Worked on draft solvency analysis.	2.50
02/25/13	MA	Met with M. Landy and D.O'Connor to discuss solvency analysis.	0.70



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Date	Consultant	Description of Services	Hours
02/25/13	MJB	Reviewed research performed related to valuation of GMAC Bank	0.50
02/25/13	MA	Reviewed numerous documents related to solvency.	2.60
02/25/13	CB	Market research for Solvency Analysis.	4.10
02/25/13	CB	Market research for Solvency Analysis.	5.10
02/25/13	MEL	Conduct doc searches related to solvency analysis.	2.70
02/25/13	MEL	Review updated solvency analysis.	1.10
02/25/13	MEL	Discussions with D OConnor and M. Arango regarding solvency issues.	0.70
02/26/13	MEL	Review documents related to updated solvency analysis.	5.40
02/26/13	CB	Document review in Relativity for Solvency Analysis	4.80
02/26/13	MEL	Prepare updated analysis related to solvency	4.10
02/26/13	MA	Updated draft Ally Bank roll-forward analysis.	4.20
02/26/13	MA	Updated solvency analysis and roll-forward analysis.	2.50
02/26/13	CB	Review of SEC filings for Solvency Analysis.	4.90
02/26/13	MSE	Review draft solvency analysis presentation.	1.60
02/26/13	DS	Make revisions to AP Solvency Analysis	2.90
02/26/13	DS	Analyze potential solvency adjustments	1.80
02/26/13	ST	Review solvency analysis performed by AP.	0.30
02/26/13	SEK	Conducted relativity searches for equity roll forward presentation	3.00
02/26/13	DO	Review roll-forward of Bank Deconsolidation damage calculations and step transactions.	1.10
02/26/13	DO	Review marks for valuation adjustments and "haircut" on assets	0.30
02/26/13	DO	Analyze quarterly rolls of key accounts (e.g. Mortgages Held for Sale, Mortgages Held for Investment, Trading Securities, etc.) for historical write-downs vs. Analysts marks or "haircuts".	0.80
02/26/13	DO	Analyze Comps (IndyMac, CountryWide and WaMu) for market observable statistics in assessing insolvency	0.70
02/26/13	DO	Analyze Fixed Income Research Reports to assess fair	0.80



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Date	Consultant	Description of Services	Hours
		valuation marks analyst were applying to ResCap's Financial reports publicly filed 2007 - 2012.	
02/26/13	TMT	Analysis of potential write-downs of ResCap based on contemporaneous market data	3.60
02/26/13	TMT	Analysis of ResCap's fair market value of equity based on the trading prices of market comparables	2.20
02/26/13	SMA	Analysis of Sandler O'Neill presentation	0.40
02/26/13	SMA	Discussions with S. Katzman related to Total Return Swap	0.80
02/26/13	SMA	Analysis of Bank transaction roll forward.	1.40
02/26/13	SMA	Analysis of GMAC Mortgage and GMAC Bank Activities	0.30
02/26/13	SMA	Respond to KL request related to bank segment analysis	1.10
02/26/13	SMA	Analysis of GMAC Mortgage Affiliate Total Return Swap	4.20
02/27/13	SMA	Discussions with S. Katzman regarding bank roll forward analysis	0.40
02/27/13	SMA	Discussions with M. Arango regarding bank roll forward analysis.	0.70
02/27/13	TMT	Analysis of the composition and security related to ResCap's debt in 2011 and 2012	2.10
02/27/13	TMT	Analysis of the composition and security related to ResCap's debt throughout 2010	1.90
02/27/13	TMT	Update solvency analysis for presentation with KL	2.30
02/27/13	TMT	Analysis of potential write-downs of ResCap assets based on contemporaneous market data	2.90
02/27/13	TMT	Analysis of the composition and security related to ResCap's debt	2.30
02/27/13	TMT	Analysis of the composition and security related to ResCap's debt throughout 2008	2.70
02/27/13	TMT	Preparation of presentation regarding ResCap's debt discount and equity	1.60
02/27/13	DO	Prepare comments and edits to updated insolvency analysis.	0.50
02/27/13	DO	Review draft submission for Examiner submission prepared by Counsel.	1.80
02/27/13	DO	Review roll-forward analysis and interaction of F.S.B. with	0.20



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Date	Consultant	Description of Services	Hours
		Ally/IB Finance	
02/27/13	DO	Review updated solvency analysis deck	1.60
02/27/13	DO	Review Bond Trading Analysis	0.50
02/27/13	DO	Review Market Observable Condition updates for Bond Pricing Changes 2007-2012.	0.80
02/27/13	DO	Review bank roll-forward analysis.	0.70
02/27/13	DS	Perform AP Solvency Analysis	2.30
02/27/13	DS	Make revisions to AP Solvency Analysis	2.50
02/27/13	MA	Revised solvency analysis.	3.90
02/27/13	CB	Review of SEC filings for Solvency Analysis.	4.30
02/27/13	MA	Make updates to roll-forward analysis.	2.50
02/27/13	MEL	Update solvency analysis for asset valuations.	5.00
02/27/13	MEL	Update solvency analysis for bank valuations.	5.00
02/27/13	CB	Perform market research for Solvency Analysis.	4.50
02/27/13	MEL	Update solvency analysis.	4.40
02/28/13	MEL	Update asset side of solvency analysis.	1.50
02/28/13	MEL	Prepare for meeting at Kramer Levin to discuss solvency analysis	2.50
02/28/13	CB	Document review in Relativity for Solvency Analysis.	7.50
02/28/13	MEL	Meeting at KL (Simon, et al) to discuss solvency analysis.	2.00
02/28/13	MEL	Update liability side of solvency analysis	3.50
02/28/13	MA	Reviewed draft solvency analysis and prepared for meeting with Kramer.	1.60
02/28/13	MA	Met with Kramer to discuss solvency analysis (G. Horowitz, J. Rochon, N. Simon and S. Ettari).	2.20
02/28/13	DS	Prepare AP solvency analysis slide decks for meeting with KL	0.80
02/28/13	DO	Participate in meeting with counsel regarding updated insolvency analysis and Bank Deconsolidation issues.	2.10
02/28/13	DO	Review draft submission for the Examiner.	1.40
02/28/13	DO	Review supplemental Insolvency Analysis through the filing date.	0.80



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02/28/13	DO	Analyze Observable Market issues discussed at meeting with counsel.	0.60
02/28/13	DO	Prepare for meeting with counsel regarding insolvency analyses.	0.70
02/28/13	TMT	Meeting at Kramer Levin to discuss solvency analysis with Norm Simon, Jen Rochon, Sam Ettari, and Greg Horowitz	2.00
02/28/13	TMT	Analysis of ResCap's fair market value of equity based on historical market comparables and the movement of the S&P Financial Index	2.10
02/28/13	TMT	Preparation of presentation regarding ResCap's debt discount and equity	1.30
02/28/13	TMT	Analysis of the value of the trading discount related to ResCap's unsecured notes	2.20
02/28/13	SMA	Review of GMAC Bank comparables	1.60
Total Hours			459.00



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Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	11.80	960.00	11,328.00
Denis O'Connor	73.30	960.00	70,368.00
Seth M Alter	15.10	645.00	9,739.50
Marc E Landy	83.70	695.00	58,171.50
Mercedes Arango	37.90	695.00	26,340.50
Marc J Brown	2.80	745.00	2,086.00
Todd Toaso	117.10	475.00	55,622.50
Christopher Brown	39.60	475.00	18,810.00
Sunny Chu	25.30	475.00	12,017.50
Scott Tandberg	0.30	525.00	157.50
Jarod L Kimble	7.40	475.00	3,515.00
Sarah E Katzman	9.40	325.00	3,055.00
Michael S Eisenberg	15.00	360.00	5,400.00
Davin Strouse	20.30	280.00	5,684.00
Total Hours & Fees	459.00		282,295.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
02/13/13	AM	Review of Resort Finance Sale transaction deck	0.60
02/14/13	AM	Discuss workplan for updating transaction decks with M. Arango.	0.20
02/20/13	MA	Researched Goldin opinion on MSR/Pipeline swap modifications in 2011. Reviewed related documents.	1.40
02/21/13	MA	Reviewed updated MSR facility deck.	1.50
02/25/13	MA	Reviewed numerous documents related to pre-petition transactions identified by Kramer.	0.90
02/26/13	AM	Review of emails relating Resort Finance sale.	0.40
02/28/13	AM	Review of Resort Finance sale fairness opinion issued by Morgan Stanley and compare to transaction deck	1.20
02/28/13	SMA	Review of resort finance fairness opinion	0.30
Total Hours			6.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	0.30	645.00	193.50
Mercedes Arango	3.80	695.00	2,641.00
Tony Muzzin	2.40	475.00	1,140.00
Total Hours & Fees	6.50		3,974.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
02/02/13	JN	Perform mass tagging of documents per the request of Sam Ford at Kramer Levin.	0.50
02/04/13	KRL	Print and send documents to PDF at request of S. Ford (Kramer Levin).	0.50
02/04/13	JN	Third party production gap analysis at the request of Sam Ford (Kramer Levin).	1.20
02/07/13	PCH	Work with Kramer Levin on search term parameters to find specific Ally agreements	0.60
02/14/13	JN	Export of documents in PDF format per the request of Carl Duffield at Kramer Levin.	1.50
02/14/13	JN	Export of documents in PDF format per the request of Sam Ford at Kramer Levin.	1.20
02/18/13	JN	Generate full date range reporting of entire database at the request of Emily Tabak at Kramer Levin.	2.20
02/19/13	JN	Generate PDFs at the request of Seth Schinfeld at Kramer Levin.	0.70
02/19/13	JN	Performed production gap analysis at the request of Sam Ford at Kramer Levin.	1.20
02/19/13	JN	Create Relativity searches for Pam West at the request of Ashley Miller at Kramer Levin.	0.70
02/20/13	JN	Performed production gap analysis at the request of Sam Ford at Kramer Levin.	1.20
02/20/13	JN	Generate PDFs at the request of Sam Ford at Kramer Levin.	0.70
02/21/13	JN	Generate PDFs of documents at the request of Anne Stackpoole at Kramer Levin.	0.50
02/22/13	JN	Generate PDFs at the request of Seth Schinfeld at Kramer Levin.	0.70
02/22/13	PCH	Discuss search term function and utility in Relativity with associate at Kramer Levin	0.70
02/24/13	JN	Generate PDFs at the request of Seth Schinfeld at Kramer Levin.	0.70
02/26/13	JN	Generate PDFs at the request of Seth Schinfeld at Kramer Levin.	1.00
02/27/13	JN	Generate updated version 6 search term report at the request of Sam Ford of Kramer Levin.	1.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
02/28/13	JN	Batch out targeted search documents per the request of Sam Ford at Kramer Levin.	1.20
02/28/13	JN	Update of searches per the request of Sam Ford at Kramer Levin.	0.50
Total Hours			19.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
John Natividad	17.20	525.00	9,030.00
Kenneth R Lee	0.50	575.00	287.50
Phil C Hodgkins	1.30	525.00	682.50
Total Hours & Fees	19.00		10,000.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-14

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

February			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	189.39	\$400/GB	\$ 75,756.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	1,363.29	\$50/GB	\$ 68,164.50
User Fees (Monthly Charge)	82	\$100/user	\$ 8,200.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 152,120.50

*Note: Hours related to Ediscovery Processing and Hosting were written off due to data usage fees charged by per unit basis in the table above



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
02/01/13	TMT	Call with Andy Dove of Kramer Levin regarding update to intercompany review	0.30
02/01/13	TMT	Compiling of ResCap subsidiary consolidating financial statement data re: Intercompany Claims Analysis	3.00
02/01/13	TMT	Call with Brian McDonald of FTI regarding open requests	0.20
02/01/13	DS	Call with Kramer Levin (Andy Dove) re: Intercompany analysis.	0.30
02/04/13	DS	Reviewed Ally/ ResCap tax sharing agreement re: Intercompany Claims	1.10
02/04/13	DS	Reviewed trial balances for intercompany accounts and tied amounts to entity financial statements	2.40
02/05/13	DS	Review of entity financial statements and footnote disclosures re: Intercompany claims	2.60
02/05/13	DS	Research and analysis of relativity documents re: intercompany claims	2.20
02/05/13	DS	Prepare revisions to AP Intercompany Claims slide deck	2.80
02/05/13	ST	Review shared services modifications related to the Ocwen and Berkshire sales.	0.60
02/06/13	MSE	Analyze impact of intercompany claims on JSN recoveries.	0.30
02/06/13	ST	Review impact of interco balances based on current debtors' base case waterfall.	0.30
02/06/13	TMT	Review of presentation on the largest ResCap intercompany balances as of petition date	2.20
02/06/13	DS	Analysis of production documents re: intercompany claims	3.10
02/06/13	DS	Prepare transaction flowcharts re: Intercompany Claims	2.90
02/07/13	DS	Preparation of entity trial balances database for 2007 re: Intercompany and Interdebtor balance analysis	2.00
02/07/13	DS	Make revisions to AP Intercompany Analysis presentation	1.70
02/07/13	DS	Preparation of entity trial balances database for 2006 re: Intercompany and Interdebtor balance analysis	2.30
02/07/13	DS	Preparation of entity trial balances database for 2008 re: Intercompany and Interdebtor balance analysis	2.10
02/07/13	MEL	Review status of inter-debtor balance review	2.10
02/08/13	WW	Search in relativity for top intercompany balances	2.40



Residential Capital, LLC
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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		supporting documents.	
02/08/13	MSE	Analyze impact of intercompany claims on JSN recoveries.	0.40
02/08/13	MEL	Discussion with M. Renzi regarding outstanding requests.	0.40
02/08/13	MEL	Review status of intercompany analysis.	2.40
02/08/13	TMT	Review of recent productions for documents related to intercompany transactions	2.80
02/08/13	BPJ	Review of additional inter-debtor balance information received.	4.10
02/08/13	BPJ	Review of updated inter-debtor balance summary.	2.60
02/08/13	DS	Preparation of entity financial statements analysis re: Intercompany and Interdebtor balances	2.10
02/09/13	DS	Analysis of legal entity financial statements analysis re: Intercompany and Interdebtor balances	1.10
02/09/13	DS	Preparation of entity financial statements re: Intercompany and Interdebtor balances	2.80
02/11/13	DS	Analyze monthly balances for AP Intercompany Claims Analysis	2.20
02/11/13	DS	Analyze Intercompany Interest schedules	1.10
02/11/13	DS	Make revisions to AP Intercompany Claims analysis.	2.30
02/11/13	BPJ	Review of 2007 HFN Financials.	1.10
02/11/13	BPJ	Review of additional financial statements identified/provided.	1.40
02/11/13	BPJ	Review of Residential Funding - Homecomings Financial inter-debtor balance.	1.40
02/11/13	BPJ	Review of 2008 HFN Financials.	0.80
02/11/13	BPJ	Review of additional inter-debtor balance historical data and related charts.	2.80
02/12/13	BPJ	Review of updated summary of top 15 inter-debtor balances as of petition date.	3.20
02/12/13	BPJ	Review of Residential Funding - Homecomings Financial inter-debtor balance.	1.20
02/12/13	BPJ	Review of RFC Financials.	2.80
02/12/13	MEL	Review updated analysis.	1.50



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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
02/12/13	DS	Make revisions to AP Intercompany Analysis slide deck.	2.60
02/12/13	DS	Analyze monthly intercompany balance rollforwards as provided by ResCap/ FTI	3.20
02/13/13	DS	Analyze financial statements related to entities with Intercompany Claims	1.10
02/13/13	DS	Analyze production documents related to Intercompany Claims.	1.60
02/13/13	DS	Make revisions to AP Intercompany Claims Analysis slide deck.	2.30
02/13/13	DS	Call with KL (Andy Dove, Stephen Zide) re: Intercompany claims analysis	0.40
02/13/13	TMT	Review of presentation on the largest ResCap intercompany balances as of petition date	1.80
02/13/13	BPJ	Review of GMAC Mortgage Financials.	1.20
02/13/13	BPJ	Revision of summary of top inter-debtor balances as of petition date.	1.20
02/13/13	BPJ	Review of updated summary of top inter-debtor balances as of petition date.	0.60
02/13/13	BPJ	Update call with A. Dove and S. Zide regarding top inter-debtor balances as of petition date.	0.40
02/13/13	BPJ	Review of Relativity production for additional supporting documentation related to Residential Funding - Homecomings Financial inter-debtor balance.	1.80
02/13/13	BPJ	Update of summary of top inter-debtor balances as of petition date.	2.30
02/14/13	BPJ	Review of GMAC Mortgage Financials re: Intercompany Claims	2.80
02/14/13	BPJ	Review of Relativity production for additional supporting documentation related to GMAC Mortgage - Executive Trustee Services inter-debtor balance.	2.20
02/14/13	BPJ	Revision of summary of top inter-debtor balances as of petition date.	0.80
02/14/13	DS	Review Debt Recharacterization memo provided by Kramer Levin	0.80
02/14/13	DS	Analyze production documents related to Intercompany	0.60



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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		Claims	
02/15/13	DS	Relativity searches for production documents of interest related to AP Intercompany Claims Analysis.	1.10
02/15/13	BPJ	Review of consolidated summary of top inter-debtor balances as of petition date.	2.20
02/15/13	BPJ	Review of GMAC Residential Holding Co. Financials re: Intercompany Claims	3.80
02/15/13	BPJ	Review of Relativity production for additional supporting documentation related to GMAC Residential Holding Co inter-debtor balances.	1.20
02/19/13	MSE	Analyze impact of intercompany claims on JSN recoveries.	0.80
02/19/13	BPJ	Development of executive summary portion of the intercompany deck.	2.20
02/19/13	BPJ	Revision of intercompany deck.	4.40
02/19/13	TMT	Analysis of waterfall recovery model and impact of intercompany claims	2.80
02/19/13	DS	Make revisions to AP Intercompany Claims analysis	2.60
02/19/13	DS	Relativity searches re: Intercompany Claims	2.60
02/20/13	DS	Create graphs of Intercompany claims for AP Intercompany Analysis slide deck	2.30
02/20/13	DS	Make revisions to AP/KL Intercompany Analysis Slide Deck.	2.20
02/20/13	TMT	Analysis of impact of top intercompany balances on the recovery of the Junior Secured note holders and the UCC based on Debtor's base case scenario	3.10
02/20/13	BPJ	Review of intercompany balances deck.	4.60
02/20/13	TMT	Analysis of impact of top intercompany balances on the recovery of the Junior Secured note holders and the UCC based on a larger settlement with Ally	2.80
02/20/13	DS	Review AP Intercompany claims analysis presentation	1.80
02/20/13	DS	Review waterfall recovery analysis re: intercompany claims analysis	1.80
02/20/13	ST	Review draft intercompany transaction review presentation.	0.80
02/20/13	BPJ	Review of top intercompany balance observations.	1.80



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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
02/20/13	MEL	Review intercompany analysis	1.00
02/21/13	MEL	Update work plan for intercompany analysis.	2.50
02/21/13	ST	Review KL intercompany claims recharacterization worksheet.	0.50
02/21/13	BPJ	Review of intercompany balances deck.	4.10
02/21/13	BPJ	Review of recharacterization analysis.	2.40
02/21/13	TMT	Analysis of impact of top intercompany balances on the recovery of the Junior Secured note holders and the UCC based on a lower representation and warranty settlement	2.10
02/21/13	DS	Relativity searches re: Management Rep Letters	1.00
02/21/13	DS	Analyze Intercompany Claims balances and supporting documents	3.30
02/21/13	DS	Make revisions to AP Intercompany Analysis.	3.20
02/22/13	DS	Search entity financial statements for financial statement disclosures re: Intercompany Claims	2.00
02/22/13	TMT	Analysis of impact of top intercompany balances on the recovery of the Junior Secured note holders and the UCC based on Debtor's base case scenario	2.30
02/22/13	DS	Call with Kramer Levin (Zide, Dove) re: Intercompany claims analysis	0.60
02/22/13	BPJ	Review of intercompany balances deck.	2.20
02/22/13	BPJ	Call with S. Zide and A. Dove (Kramer Levin) re: intercompany balance review.	1.00
02/22/13	MEL	Review updated intercompany analysis.	1.60
02/25/13	DS	Make revisions to AP Intercompany Analysis slide deck as per KL.	2.60
02/25/13	DS	Analyze entity financial statements for disclosures related to related party transactions	1.00
02/25/13	BPJ	Review of intercompany waterfall analysis.	2.60
02/25/13	BPJ	Review of top intercompany balances as of petition date.	2.70
02/25/13	DS	Analyze debt forgiveness for inter-debtor entities	2.10
02/25/13	BPJ	Review of intercompany balances deck.	3.40
02/25/13	BPJ	Update of open intercompany requests.	1.40



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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
02/25/13	MEL	Review status of intercompany analysis.	1.60
02/25/13	MEL	Call with FTI (Renzi, et al) and Jenkins to discuss intercompany accounting issues.	0.80
02/25/13	DS	Prepare questions for FTI re: Intercompany Claims	0.60
02/26/13	BPJ	Review of intercompany waterfall analysis.	1.80
02/26/13	BPJ	Review of intercompany balances deck.	5.80
02/26/13	BPJ	Update of open intercompany requests.	0.80
02/26/13	BPJ	Call with M. Renzi and B. MacDonald (FTI) re: open intercompany requests.	0.80
02/26/13	DS	Make revisions to AP Intercompany Analysis slide deck	2.70
02/26/13	DS	Call with FTI (Mark Renzi, Brian McDonald) re: Intercompany Claims and OID	0.80
02/26/13	DS	Analysis of the debtors' waterfall calculation re: Impact of intercompany claims	1.90
02/27/13	DS	Call with KL (Zide and Dove) re: Intercompany Claims	1.00
02/27/13	BPJ	Review of top intercompany balances as of petition date.	3.10
02/27/13	BPJ	Review of intercompany balances deck and related Kramer comments.	4.40
02/27/13	DS	Make revisions to AP intercompany slide deck.	2.40
02/28/13	BPJ	Coordination of follow-up with FTI and the Company regarding intercompany questions.	0.80
02/28/13	BPJ	Review of top intercompany balances as of petition date.	4.20
02/28/13	BPJ	Revision of intercompany deck.	3.30
02/28/13	DS	Make revisions to Intercompany Claims Analysis.	3.90
02/28/13	DS	Call with KL (Zide, Dove) re: Intercompany Claims	0.50
02/28/13	ST	Research potential equity value as a result of any interco debt re-characterizations.	0.60
Total Hours			237.40



Residential Capital, LLC
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Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Fee Recap:

Consultant	Hours	Rate	Amount
Brian P Jenkins	99.70	645.00	64,306.50
Marc E Landy	13.90	695.00	9,660.50
Todd Toaso	23.40	475.00	11,115.00
Scott Tandberg	2.80	525.00	1,470.00
Michael S Eisenberg	1.50	360.00	540.00
Wei Wei	2.40	360.00	864.00
Davin Strouse	93.70	280.00	26,236.00
Total Hours & Fees	237.40		114,192.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/01/13	SMA	Analysis of 2007 Deficiency Assessment for Early Payment Default report	0.40
02/01/13	SMA	Analysis of correspondence related to repurchase activity.	1.60
02/01/13	SMA	Review of correspondence between Cerberus and Rescap related to EPD.	0.90
02/01/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007	3.60
02/01/13	MA	Researched collateral for Senior Secured Facilities and prepared summary of findings for Kramer (S. Ettari).	4.00
02/01/13	SC	Reviewed revolver security interest agreement for collateral information	4.20
02/01/13	AM	Review workplan and HFI adjustment calculation	0.70
02/01/13	SEK	Conducted relativity searches for documents related to the DOJ settlement/LOC debt forgiveness	2.00
02/01/13	DS	Review of outstanding items and next steps in analyses	1.10
02/04/13	DS	Relativity searches for GMAC Board of Directors Minutes from 2008 for AP Solvency Analysis.	0.80
02/04/13	AM	Download GMAC BOD minutes from Relativity.	0.20
02/04/13	AM	Review of ResCap 10-Q for June 30, 2008 for information on losses during 2nd quarter of 2008	0.80
02/04/13	AM	Update of HFI solvency adjustment calculation	0.90
02/04/13	AM	Review of ResCap 10-Q in connection with solvency analysis	1.10
02/04/13	AM	Review of consolidating excel balance sheet data downloaded from Relativity for Q1 2008 period.	0.70
02/05/13	MEL	Review status of solvency analysis.	2.20
02/05/13	WW	Review Rescap 2008-2010 10k for secured debt and collateral disclosure.	2.30
02/05/13	MEL	Review documents in Relativity with respect to updated solvency analysis.	2.10
02/05/13	AM	Review solvency adjustments	0.30
02/05/13	AM	Search Relativity for documents relating to HFS and HFI	1.20
02/05/13	AM	Update of overall solvency adjustment calculation	0.40



Residential Capital, LLC
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Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/05/13	AM	Review of trading securities disclosures in ResCap quarterly report for June 2008	0.50
02/05/13	AM	Review of trial balance consolidating excel spreadsheets for 2008	0.80
02/05/13	AM	Update of HFI and HFS adjustment slides	0.70
02/05/13	AM	Review of GMAC bank adjustment rationale.	1.20
02/05/13	AM	Update of solvency deck	1.60
02/05/13	AM	Update solvency workplan	1.40
02/05/13	AM	Search Relativity for documents relating to trading securities	0.80
02/05/13	AM	Search Relativity for documents relating to lending receivables.	0.60
02/06/13	AM	Review of financial statements for ResCap for information on solvency adjustment	0.80
02/06/13	AM	Make revisions to solvency analysis.	1.80
02/06/13	AM	Review lending receivable documents and work on determining Q1 solvency adjustment	2.40
02/06/13	AM	Review of asset sale transactions in relation to potential solvency adjustments	1.80
02/06/13	WW	Review Rescap financial statements for secured debt and collateral disclosure.	2.60
02/06/13	MEL	Review status of solvency analysis.	2.20
02/06/13	SMA	Analysis of AFI global risk presentation	1.90
02/06/13	SMA	Analysis of draft BOD minutes	0.80
02/07/13	SMA	Analysis of Rescap market indicators	0.20
02/07/13	SMA	Analysis of draft BOD minutes	0.70
02/07/13	SMA	Analysis of equity roll forward	0.40
02/07/13	TMT	Modeling of knowable representation and warranty liability related to ResCap PLS securities issued from 2004 through 2007	3.20
02/07/13	WW	Relativity searches for supporting documents related to asset and collateral values over time	1.90
02/07/13	WW	Review Ally 10ks for secured debt and collateral tables.	2.10
02/07/13	WW	Review Ally 10ks for secured debt and collateral tables.	2.30



Residential Capital, LLC
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Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/07/13	MEL	Review status of solvency analysis.	1.70
02/07/13	MEL	Conduct Relativity searches related to solvency analysis.	2.70
02/07/13	AM	Review of ResCap internal presentations for information relating to planned asset sales of HFI and HFS during 2nd quarter 2008.	1.70
02/07/13	AM	Update of trading securities support schedules for roll forward information and downloaded data from Bloomberg on market value prices.	2.20
02/07/13	AM	Review of ResCap financial statements for information on trading securities	0.70
02/07/13	AM	Update of excel file for Q1 solvency adjustments	1.20
02/07/13	DS	Researched ResCap securities data on Bloomberg	0.50
02/08/13	DS	Correspondence with the Chicago Mercantile Exchange re: Historical Futures Pricing Data	0.50
02/08/13	AM	Search Relativity for information on solvency potential adjustments	1.20
02/08/13	AM	Create trading securities comparison analysis based on excel files downloaded from Relativity.	1.80
02/08/13	AM	Review of excel files downloaded from Relativity relating to trading securities	1.30
02/08/13	AM	Review of ResCap BOD minutes for solvency information	0.80
02/08/13	AM	Review of GMAC BOD minutes for solvency information	0.70
02/08/13	MEL	Review status of solvency analysis	2.40
02/08/13	MA	Discussed LOC facility with S. Ettari ad A. Dove of Kramer.	0.40
02/08/13	MA	Prepared analysis re: solvency for S. Ettari and A. Dove of Kramer.	1.10
02/08/13	SMA	Analysis of capital contributions presentation	3.60
02/08/13	SMA	Review of LOC activity	1.20
02/11/13	SMA	Analysis of related party debt	1.60
02/11/13	SMA	Analysis of Rescap liquidity ratio.	0.30
02/11/13	SMA	Analysis of Rescap support and corresponding benefits to Ally	2.70
02/12/13	SMA	Rescap equity roll forward analysis	1.80



Residential Capital, LLC
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Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/12/13	SMA	Analysis of Rescap dividends paid to Ally	0.60
02/12/13	WW	Review Rescap quarterly financial information for secured debt and collateral disclosure re: solvency analysis	1.80
02/12/13	DS	Perform research on additional SEC reporting requirements outside of SFAS 5 for disclosures related to contingent liabilities	0.50
02/12/13	AM	Search Relativity for information on accounts receivable	0.70
02/12/13	AM	Update of solvency analysis	0.80
02/12/13	AM	Update solvency analysis presentation for Kramer Levin	1.20
02/12/13	AM	Update of trading securities for solvency analysis	0.60
02/13/13	DS	Research related to Rescap Credit Default Swaps	1.20
02/13/13	DS	Analyze Credit Default Swap data previously extracted from Bloomberg.	1.40
02/13/13	AM	Work on updating of solvency deck	2.60
02/13/13	AM	Update of potential solvency adjustments	0.80
02/13/13	AM	Update of trading securities support schedules for roll forward information and downloaded data from Bloomberg on market value prices.	1.40
02/13/13	AM	Search Relativity for information on level 3 market analysis	0.80
02/13/13	AM	Review of ResCap 10-K and BOD minutes for information to incorporate into solvency deck	1.30
02/13/13	AM	Review of level 3 excel documents downloaded from Relativity.	0.70
02/13/13	DS	Compiled historical pricing data on trading securities from Bloomberg.	1.20
02/13/13	DS	Review of Ally RMBS financial reporting disclosure requirements docs	0.60
02/14/13	DS	Review of analyst reports and public filings for ResCap	0.40
02/14/13	AM	Review of MVE / BVE comparable comparison file	1.20
02/14/13	AM	Review of analyst reports compiled from Thomson Reuters	0.70
02/14/13	AM	Review of debt discount calculation related to solvency analysis.	1.30
02/14/13	AM	Create equity roll forward analysis for ResCap and comparable companies	1.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/14/13	AM	Review of methodology related to solvency analysis	0.80
02/14/13	AM	Review of CountryWide, WAMU, and IndyMac 2007 10-K for information relating to equity comps for ResCap	1.80
02/14/13	DS	Pulled ResCap securities data from Bloomberg	3.10
02/14/13	DS	Prepare AP Solvency Analysis deliverables for meeting with Kramer Levin	2.10
02/14/13	AM	Prepare equity market value analysis	1.60
02/14/13	AM	Search Relativity for analyst report information	0.80
02/14/13	MA	Discussed next steps of LOC and revolver review with S. Alter.	0.50
02/15/13	SMA	Analysis of Ally disclosures related Rescap liquidity	0.30
02/15/13	SMA	Analysis of Rescap support and associated benefits to Ally.	2.40
02/15/13	SMA	Analysis of Cerberus disclosures related to Rescap liquidity	0.30
02/15/13	SMA	Analysis of related party debt.	0.30
02/15/13	AM	Review of analyst reports compiled associated with ResCap	0.80
02/15/13	AM	Review of materials provided by KL.	1.60
02/15/13	AM	Review cash tender offer for debt in Dec 2007.	0.80
02/16/13	AM	Evaluate Z score as a predictor to assess ResCap insolvency	1.80
02/17/13	AM	Search Relativity for documents relating to 2007 debt exchange	0.80
02/17/13	AM	Review of excel schedules from Relativity and compare with disclosure of unsecured debt from 10-K.	1.30
02/17/13	AM	Review of accounting treatment memorandum from Feb 2008 relating to debt exchange.	0.60
02/17/13	AM	Review of ResCap financial statements relating to ResCap public debt schedules	1.20
02/18/13	AM	Review of Dec 2007 cash tender offer; summarize into excel	1.70
02/18/13	AM	Review of excel schedules downloaded from Relativity relating to debt	0.60
02/18/13	AM	Review of bond prices for Feb 2008 from accounting document	0.40
02/18/13	AM	Create open item list for market solvency analysis	0.60
02/18/13	AM	Review observable market value approach to solvency	0.70



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Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
		analysis.	
02/18/13	AM	Search Relativity for documents relating to market solvency analysis	1.30
02/18/13	AM	Update of debt discount analysis	0.70
02/18/13	SEK	Conducted Relativity searches relating to LOC transaction	2.00
02/19/13	SEK	Reviewed documents relating to LOC/revolver transactions	4.00
02/19/13	SEK	Updated LOC chronology	1.50
02/19/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	3.50
02/19/13	AM	Review of public debt discount calculation re: solvency analysis.	1.30
02/19/13	AM	Prepare analysis of equity stock prices of comparable companies and incorporate data into excel for chart	1.40
02/19/13	AM	Review of compiled analyst reports for ResCap	0.80
02/19/13	AM	Review of Schipper report on rep and warranty disclosure	0.80
02/19/13	AM	Review of trading prices for unsecured bonds, create schedule of bonds with no prices as of Dec 2007.	0.70
02/19/13	DS	Make revisions to potential solvency analysis.	2.80
02/19/13	DS	Review and QC of Dear CFO letter.	0.60
02/19/13	SC	Document search and review to supplement MSR deck.	3.60
02/19/13	SC	Document search and review to supplement MSR deck.	4.40
02/19/13	AM	Review and make revisions to solvency analysis slides	1.20
02/19/13	AM	Review of equity comparable adjustment to solvency analysis.	1.40
02/19/13	AM	Review of accounting guidance relating to contingencies	0.60
02/19/13	AM	Make revisions to Solvency Analysis	1.20
02/19/13	AM	Review equity comparable rationale for implementing market value of equity analysis.	0.50
02/19/13	SMA	Analyze Ally relationship and benefits of financial support	0.50
02/19/13	SMA	Analysis of Revolver borrowing base report	3.50
02/19/13	SMA	Analysis of GMAC ALCO presentation	0.30
02/19/13	SMA	Analysis of Revolver activity schedule	1.70



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Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/19/13	SMA	Relativity searches for Revolver paydown schedule	2.30
02/19/13	SMA	Discussion with M. Arango regarding Revolver collateral	0.10
02/19/13	MA	Reviewed numerous documents related to relativity searches on revolver documents.	1.50
02/19/13	MA	Performed Relativity searches related to Revolver borrowing base/collateral reports.	2.50
02/20/13	SC	Searched and reviewed documents for MSR facility.	3.60
02/20/13	SC	Searched and reviewed documents for MSR facility	4.40
02/20/13	SMA	Review updates to LOC chronology	1.60
02/20/13	SMA	Analysis of Goldin presentations related to proposed Secured Line of Credit	3.70
02/20/13	SMA	Revisions to LOC presentation	4.20
02/20/13	AM	Search of Relativity for documents relating to R&W disclosure	1.30
02/20/13	AM	Review of Rescap 10-K with respect to solvency analysis	0.70
02/20/13	AM	Review of IndyMac, CountryWide, and Washington Mutual 10-K's for 2007 for information on mortgage related assets.	0.90
02/20/13	AM	Update of market value comparable analysis data points re: solvency analysis.	1.70
02/20/13	AM	Review and make updates to solvency analysis.	2.40
02/20/13	SEK	Updated LOC/revolver chronologies and presentations	4.00
02/20/13	DS	Correspondence with CME re: historical futures data related to potential solvency analysis	0.60
02/20/13	AM	Perform equity comparable company market value of equity analysis.	0.70
02/20/13	AM	Analysis of ResCap business operations re: solvency	0.60
02/20/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	3.00
02/20/13	SEK	Reviewed documents relating to LOC/revolver transactions	2.00
02/21/13	SEK	Updated LOC/revolver chronologies and presentations	3.70
02/21/13	DS	Review comparables market analysis related to solvency	0.40
02/21/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	2.30



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Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
02/21/13	AM	Make revisions to comparable companies analysis for solvency analysis	1.60
02/21/13	AM	Review of mortgage stats document and GSE buyback demand by entity	0.50
02/21/13	AM	Review of solvency presentation deck for changes and updates	1.40
02/21/13	AM	Review of Indy Mac 10-K for 2007 for comp analysis	1.20
02/21/13	AM	Review of National City 10-K for 2007 for comp analysis	1.30
02/21/13	AM	Search for mortgage comparable data as of 2007	0.80
02/21/13	AM	Review supporting documents found on relativity re: solvency analysis.	1.50
02/21/13	SC	Updated MSR deck with new information.	2.90
02/21/13	SMA	Review updates to LOC chronology	0.60
02/21/13	SMA	Analysis of Goldin presentations	2.90
02/21/13	SMA	Analysis of Terms of Potential Support relating to a Possible DOJ/State Attorneys' General Settlement	2.10
02/21/13	SMA	Email from Jim Mackey to various individuals Re: Ally Form 8-K	0.30
02/21/13	SMA	Revisions to LOC presentation	1.90
02/21/13	SC	Document search and review for MSR facility	3.60
02/22/13	SMA	Revisions to LOC presentation	5.90
02/22/13	SMA	Review of LOC amendments	0.40
02/22/13	SMA	Review DOJ settlement	1.60
02/22/13	SMA	Review of LOC activity	0.20
02/22/13	SC	Document search and review for factoring facility	3.80
02/22/13	SC	Document search and review for factoring facility.	4.20
02/22/13	AM	Prepare supporting documents for solvency meeting with Kramer.	1.80
02/22/13	AM	Review of public filings for public comparable companies for financial data.	1.70
02/22/13	DS	Analyze ResCap equity as of Q1 2008 re: AP Potential Solvency Analysis	2.10
02/22/13	DS	Compile futures pricing data within AP Database re: AP	2.20



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Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
		Potential Solvency Analysis	
02/23/13	AM	Review methodology and approach to solvency analysis	0.60
02/23/13	AM	Work on updated public comparable company analysis for ResCap solvency	2.80
02/23/13	AM	Review of financial information for comparable public companies for leverage and market value of equity calculation	1.40
02/23/13	AM	Review of ResCap historical equity performance data from financial statements	0.60
02/24/13	AM	Review of Citi recovery analysis downloaded from Relativity	1.20
02/24/13	AM	Review of Bank of America recovery analysis downloaded from Relativity	1.50
02/25/13	AM	Review of financial information for comparable public companies for leverage and market value of equity calculation	1.70
02/25/13	AM	Update of leverage ratio public comparable analysis.	1.80
02/25/13	AM	Update of market value to book value of equity comparable analysis	1.60
02/25/13	SMA	Review of collateral pledged under the LOC	1.20
02/25/13	SMA	Review of GMAC board presentations	0.70
02/25/13	SMA	Review of Rescap BOD minutes	1.40
02/25/13	SMA	LOC recharacterization analysis	0.90
02/25/13	SMA	Review of Rescap's Ability to Obtain Financing from Outside Lending Institutions	4.20
02/25/13	SC	Search and review documents for factoring facility	3.20
02/25/13	SC	Document search and review for factoring deck.	2.80
02/25/13	DS	Prepare document slides related to AP Potential Solvency Analysis	2.40
02/25/13	SEK	Revised LOC presentation	1.00
02/26/13	DS	Analyze comparable public companies used in market value of equity calculation	1.80
02/26/13	SMA	Review of analysis related to the GMAC LOC	0.90
02/26/13	AM	Update of leverage ratio and historical market equity slides	0.70



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Re: Forensic Investigation - June 2008 Restructuring
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Date	Consultant	Description of Services	Hours
		for solvency analysis.	
02/26/13	AM	Review updated solvency presentation.	3.40
02/26/13	AM	Update comparable company market value of equity analysis	0.80
02/26/13	SC	Search and review documents related to the factoring agreement	4.20
02/26/13	SC	Search and review documents related to the factoring facility	3.80
02/26/13	AM	Update of debt discount analysis for outstanding amounts and trading data.	1.40
02/26/13	AM	Update of market value analysis for ResCap equity	1.20
02/26/13	AM	Update of appendix slides for solvency analysis	0.60
02/26/13	AM	Work on transaction deck slides for rationale of asset adjustments	1.10
02/26/13	AM	Review of debt spreadsheets downloaded from Relativity.	0.50
02/26/13	AM	Update of charts and graphs for solvency analysis	1.50
02/26/13	AM	Update of balance sheet solvency analysis slides for Citi report.	1.60
02/27/13	AM	Review of GMAC bank adjustment slides for solvency analysis	0.40
02/27/13	AM	Adjust debt discount analysis for unsecured debt and trading prices for 2008 - 2011.	1.20
02/27/13	AM	Review of activity within representation and warranty liability for PLS repurchases.	1.30
02/27/13	AM	Research and review of S&P 500 financial sector index data for 2008 to 2011.	0.70
02/27/13	AM	Update of FMV of equity calculation	1.60
02/27/13	AM	Make updates to solvency analysis.	3.40
02/27/13	AM	Update of charts and graphs for ResCap financial data from 2008 to 2011.	1.50
02/27/13	SC	Search and review emails and discussions on the factoring facility	4.40
02/27/13	SC	Search and review documents related to the factoring pricing and due diligence	3.60
02/27/13	AM	Update of representation and warranty liability calculation for 2008 to 2011 in comparison to book equity of ResCap.	0.80



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Re: Forensic Investigation - June 2008 Restructuring
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Date	Consultant	Description of Services	Hours
02/27/13	AM	Review and update solvency analysis.	2.80
02/27/13	AM	Review and make revisions to solvency deck.	1.40
02/27/13	SMA	Revolver recharacterization analysis	1.40
02/27/13	SMA	Review of collateral for revolver	1.20
02/27/13	SMA	Revisions to Revolver presentation	6.30
02/27/13	DS	Make revisions to AP Solvency Analysis from 2008 forward	2.20
02/27/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	3.00
02/27/13	SEK	Updated LOC/revolver chronologies and presentations	1.50
02/27/13	DS	Analyze comparable public companies used in market value of equity calculation	2.20
02/27/13	DS	Perform AP Solvency Analysis for 2008-2012	2.20
02/28/13	DS	Analyze potential solvency adjustments from 2008 forward.	3.10
02/28/13	SMA	Review of Rescap Trial Balances	0.70
02/28/13	SMA	Review of Revolver chronology	2.00
02/28/13	SC	Search and review presentations related to the factoring facility	4.00
02/28/13	AM	Make updates to solvency deck.	1.40
02/28/13	AM	Review of outstanding debt amounts related to debt exchange.	0.80
02/28/13	AM	Make updates to appendices for solvency analysis.	0.70
02/28/13	AM	Review of debt covenant Moody's report.	1.10
Total Hours			392.70



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Invoice # 2047285-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	76.70	645.00	49,471.50
Marc E Landy	13.30	695.00	9,243.50
Mercedes Arango	10.00	695.00	6,950.00
Todd Toaso	6.80	475.00	3,230.00
Sunny Chu	60.70	475.00	28,832.50
Tony Muzzin	142.70	475.00	67,782.50
Sarah E Katzman	33.50	325.00	10,887.50
Wei Wei	13.00	360.00	4,680.00
Davin Strouse	36.00	280.00	10,080.00
Total Hours & Fees	392.70		191,157.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
02/04/13	MSE	Call with FTI (B. McDonald) regarding outstanding item requests.	0.30
02/04/13	MSE	Analyze post-closing employees presentation provided by FTI.	0.80
02/04/13	AH	Briefing on case status w/ S. Tandberg	0.50
02/04/13	ST	Participate on call with S. Zide from KL to discuss allocation of wind-down costs.	0.60
02/04/13	ST	Discuss case updates with A Holtz (AP)	0.50
02/05/13	ST	Revise wind-down cost allocation and JSN pay-down presentation for KL comments.	1.80
02/05/13	ST	Prepare draft JSN wind-down allocation and pay-down presentation.	3.10
02/05/13	MSE	Prepare analysis of wind-down expense allocation schedules.	1.20
02/05/13	MSE	Review draft presentation regarding wind down cost allocation to UCC.	0.60
02/05/13	DO	Review JSN's pay down and winddown expense analysis.	0.20
02/05/13	DO	Review FTI fee adjustment presentation and provide comments to team members.	0.20
02/06/13	DO	Follow-up with FTI representation and Alix team regarding FTI's fee arrangement/request 2013 forward.	0.20
02/06/13	AH	Briefing on UCC meeting w/ S. Tandberg	0.30
02/06/13	ST	Discuss with A Holtz (AP) updates from UCC meeting	0.30
02/07/13	ST	Review origination pipeline wind-down incentive plan proposal.	0.80
02/07/13	ST	Meet with A. Holtz and M. Eisenberg from AP to discuss status of case and current projects.	0.40
02/07/13	AH	Discuss wind-down compensation and case status w/ S. Tandberg and M. Eisenberg	0.40
02/07/13	AH	Call w/ S. Zide (KL) re: wind-down compensation	0.30
02/07/13	AH	Review FTI request for compensation for additional compensation for "out of scope" services.	0.10
02/07/13	MSE	Review FHA Loans Bid Package submission.	1.60
02/07/13	DO	Follow up with G. Gutzeit (FTI) regarding FTI fee adjustment request.	0.10



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Invoice # 2047285-17

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Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
02/07/13	DO	Review FTI fee adjustment request.	0.20
02/07/13	MSE	Meet with AP team (including A. Holtz and S Tandberg) to discuss outstanding items.	0.40
02/11/13	MSE	Call with FTI (B. McDonald) to discuss open diligence requests.	0.40
02/12/13	AH	Calls w/ S. Zide and Compensation Sub-Committee re: Wind Down Plan	0.30
02/12/13	ST	Draft comments for KL regarding Ocwen transition services agreement statements of work.	0.60
02/12/13	ST	Prepare list of missing information in Debtors' wind-down presentation.	0.40
02/12/13	MSE	Call with FTI (including W. Nolan) and MoFo (including J. Wishnew) regarding Estate Update presentation.	0.50
02/12/13	MSE	Review of updated Estate wind-down activity presentation.	1.70
02/12/13	DO	Review UCC Estate update presentation prepared by the Debtors management and advisors regarding post asset sales budgets.	0.60
02/12/13	MSE	Prepare analysis comparing wind-down estate costs comparisons.	0.90
02/12/13	ST	Review UCC Estate wind-down plan presentation from Debtors.	1.60
02/12/13	ST	Participate on call with S. Hasan from Moelis to discuss Ocwen-related transition issues.	0.80
02/12/13	ST	Review Fort Washington office liquidation analysis for KL.	0.80
02/12/13	ST	Participate on call with J. Wishnew from Mofo, FTI, and KL to discuss Debtors' employee wind-down plan.	0.80
02/13/13	MSE	Prepare further analysis of changes to human capital presentation.	0.60
02/13/13	ST	Participate on call with executive comp subcommittee and advisors to discuss Debtors' employee wind-down presentation.	0.80
02/13/13	AH	Participate in Compensation Sub-Committee conference call	0.80
02/14/13	AH	Discuss wind-down transition plan w/ J. Dubel (UCC Co-chair)	0.30



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Invoice # 2047285-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
02/14/13	ST	Review Burbank facility post-sale plans.	0.40
02/18/13	ST	Participate on call with B. Nolan from FTI to discuss revised wind-down plan.	0.60
02/19/13	ST	Respond to questions from KL regarding wind-down presentation.	0.70
02/20/13	ST	Participate on call with S. Hasan to discuss wind-down budget changes.	0.60
02/20/13	ST	Review wind-down headcount assumption schedules.	0.70
02/20/13	ST	Review and reconcile Debtors' wind-down expense allocation analysis.	1.20
02/20/13	MSE	Review post-sale expense allocation proposals.	1.70
02/20/13	DO	Review updated Expense Allocation Analysis prepared by FTI.	0.40
02/20/13	MSE	Review updated estate wind down presentation.	1.80
02/21/13	ST	Participate on call with S. Zide from KL to discuss wind-down employee issues.	0.70
02/22/13	ST	Participate on call with Debtors, including T. Marano, and UCC Executive Comp Subcommittee to review Debtors' employee wind-down plan.	1.90
02/22/13	MSE	Call with FTI (including T. Meerovich) and Kramer Levin (including S. Zide) regarding wind-down expense allocation proposal.	1.30
02/22/13	MSE	Prepare for estate wind-down planning conference call.	0.90
02/22/13	MSE	Call with Company to discuss estate wind-down planning.	2.20
02/22/13	MSE	Review wind-down expense allocation proposal in preparation of meeting.	0.80
02/24/13	ST	Draft wind-down KEIP/KERP requests list for Debtors.	0.50
02/25/13	ST	Participate on call with S. Zide from KL regarding wind-down materials for UCC.	0.40
02/26/13	ST	Create wind-down review objective schedules.	1.80
02/26/13	MSE	Meet with M Eisenberg (AP) to discuss winddown expenses.	0.40
02/26/13	ST	Participate on call with executive compensation subcommittee and KL to discuss wind-down KEIP/KERP.	1.40
02/26/13	ST	Create revised waterfall recovery scenarios for KL.	2.70



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Invoice # 2047285-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
02/27/13	ST	Participate on call with T. McDonagh from FTI to discuss topics for UCC wind-down meeting.	0.50
02/27/13	ST	Participate on call with B. Nolan from FTI to discuss wind-down presentation.	0.40
02/27/13	ST	Update employee wind-down review presentation deck.	1.40
Total Hours			52.20



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Invoice # 2047285-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	1.90	960.00	1,824.00
Alan Holtz	3.00	960.00	2,880.00
Scott Tandberg	29.20	525.00	15,330.00
Michael S Eisenberg	18.10	360.00	6,516.00
Total Hours & Fees	52.20		26,550.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-18

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
02/04/13	DS	Reviewed and made revisions to draft of second fee application.	2.30
02/08/13	DS	Review and Revision of Second Interim Fee Application re: services provided for the fee period	1.40
02/08/13	DS	Review of Second Interim Fee Application re: Accuracy of Fees and Expenses	1.40
02/11/13	AH	Discuss January monthly fee ap w/ D. Strouse	0.20
02/11/13	DS	Discussion with Alan Holtz (AP) re: revisions to Second Interim Fee application	0.20
02/11/13	DS	Review revisions to second interim fee application	0.20
02/12/13	DS	Review monthly invoices and document services provided for the period during the second interim fee application	2.40
02/15/13	DS	Made revisions to second interim fee application re: services performed	1.60
02/19/13	DS	Make revisions to second interim fee application	2.30
Total Hours			12.00



Residential Capital, LLC
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Invoice # 2047285-18

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	0.20	960.00	192.00
Davin Strouse	11.80	280.00	3,304.00
Total Hours & Fees	12.00		3,496.00



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2047285-19

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
02/04/13	ST	Travel from DEN to LGA for meetings with UCC and advisors.	5.00
02/07/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
02/11/13	ST	Travel from DEN to LGA for meetings with UCC and advisors.	5.00
02/15/13	ST	Travel from LGA to DEN following meetings with UCC and advisors.	5.00
02/25/13	ST	Travel from DEN to LGA for meetings with UCC and advisors.	5.00
Total Hours			25.00



Residential Capital, LLC
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Invoice # 2047285-19

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	25.00	525.00	13,125.00
Total Hours & Fees	25.00		13,125.00



Residential Capital, LLC
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Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
01/08/13	Conference Calls - - VENDOR: InterCall Marc Landy	6.49
01/08/13	Conference Calls - - VENDOR: InterCall Todd Toaso	9.67
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Eckstein & D. Mannel	4.16
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Nashefsky Lea Marinuzzi	5.06
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Davis, Rifkin, Masumoto	4.16
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to R. Cieri & R. Schrock	4.16
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Zimen, J. Hofer	4.16
01/08/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Residential Capital LLC	4.16
01/11/13	Conference Calls - - VENDOR: InterCall Todd Toaso	2.16
01/13/13	Conference Calls - - VENDOR: InterCall Marc Landy	4.65
01/14/13	Conference Calls - - VENDOR: InterCall Marc Landy	1.13
01/17/13	Late Night After 8pm Cab Fare/Ground Transportation Michael Eisenberg NYO - Midtown to Home - UES	11.25
01/18/13	Conference Calls - - VENDOR: InterCall Marc Landy	6.95
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Nashelsky Lee Marinuzzi	5.06
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Eckstein, D. Mannel	4.16
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Davis, Rifkin, Masumoto	4.16
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Tammy Hamzehpour	4.16
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to R. Cieri & R. Schrock	4.16
01/24/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Ziman, J. Hofer	4.16
01/25/13	Late Night After 8pm Cab Fare/Ground Transportation Michael Eisenberg NYO - Midtown to Home - UES	13.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
01/25/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	47.16
01/28/13	Lodging Scott Tandberg Marriott Hotels - New York 01/28/2013 - 01/31/2013	1,005.39
01/28/13	Meals & Tips Scott Tandberg - Breakfast	7.01
01/28/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/28/13	Mileage Scott Tandberg 45 Miles	25.43
01/29/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	40.55
01/29/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/29/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/30/13	Meals & Tips Scott Tandberg - Breakfast	7.54
01/30/13	Meals & Tips Scott Tandberg - Dinner	13.69
01/31/13	Meals & Tips Scott Tandberg - Dinner	20.00
01/31/13	Meals & Tips Scott Tandberg - Breakfast	10.32
01/31/13	Mileage Scott Tandberg 45 Miles	25.43
01/31/13	Parking & Tolls Scott Tandberg	84.00
01/31/13	Parking & Tolls Scott Tandberg	6.29
02/01/13	Airfare Scott Tandberg 2013-02-11 DEN - LGA	846.54
02/01/13	Airfare Service Charge Scott Tandberg	10.00
02/01/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	38.40
02/01/13	Meals & Tips Scott Tandberg - Dinner	14.70
02/04/13	Lodging Scott Tandberg Marriott Hotels - New York 02/04/2013 - 02/07/2013	1,120.15
02/04/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/04/13	Mileage Scott Tandberg 45 Miles	25.43
02/05/13	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	31.20
02/05/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/05/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/06/13	Meals & Tips Scott Tandberg - Dinner	18.75



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
02/06/13	Meals & Tips Scott Tandberg - Breakfast	7.54
02/07/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	44.80
02/07/13	Late Night Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	17.30
02/07/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/07/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/07/13	Mileage Scott Tandberg 45 Miles	25.43
02/07/13	Parking & Tolls Scott Tandberg	6.29
02/07/13	Parking & Tolls Scott Tandberg	81.00
02/08/13	Airfare Scott Tandberg 2013-02-25 DEN - LGA	491.22
02/08/13	Airfare Service Charge Scott Tandberg	10.00
02/10/13	Airfare Service Charge Scott Tandberg	7.49
02/11/13	Lodging Scott Tandberg Marriott Hotels - New York 02/11/2013 - 02/15/2013	1,547.08
02/11/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/11/13	Mileage Scott Tandberg 45 Miles	25.43
02/12/13	Cab Fare/Ground Transportation Scott Tandberg LGA Airport to Manhattan	41.90
02/12/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/12/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/13/13	Cab Fare/Ground Transportation Michael Eisenberg NYO - Midtown to Home - UES	10.70
02/13/13	Meals & Tips Scott Tandberg - Breakfast	7.54
02/13/13	Meals & Tips Scott Tandberg - Dinner	13.69
02/14/13	Late night after 8pm Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	11.50
02/14/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/14/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/15/13	Cab Fare/Ground Transportation Scott Tandberg Manhattan to LGA Airport	20.00
02/15/13	Late Night after 8pm Cab Fare/Ground Transportation Michael Eisenberg NYO - Midtown to Home - UES	13.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
02/15/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/15/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/15/13	Mileage Scott Tandberg 45 Miles	25.43
02/15/13	Parking & Tolls Scott Tandberg	101.00
02/18/13	Airfare Scott Tandberg 2013-03-04 DEN - LGA	450.07
02/18/13	Airfare Service Charge Scott Tandberg	10.00
02/19/13	Late night after 8pm Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	16.70
02/20/13	Late night after 8pm Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	14.40
02/20/13	Overtime Cab Fare/Ground Transportation - - VENDOR: Valera Global, Inc. Marc Landy - NY to CT	151.39
02/20/13	Late Night after 8pm Cab Fare/Ground Transportation Denis O Connor W. 57th Street to E. 74th Street	8.00
02/20/13	Overtime Meals - Engagement Team Davin Strouse - Dinner - Davin Strouse; Marc Landy; Todd Toaso; Tony Muzzin	78.01
02/20/13	Research Expense- Futures Pricing Data from the Chicago Mercantile Exchange	90.00
02/24/13	Airfare Scott Tandberg 2013-03-11 DEN - LGA	514.75
02/24/13	Airfare Service Charge Scott Tandberg	10.00
02/25/13	Cab Fare/Ground Transportation Scott Tandberg LGA to Den	37.70
02/25/13	Lodging Scott Tandberg Marriott Hotels - New York 02/25/2013 - 03/01/2013	1,615.92
02/25/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/25/13	Mileage Scott Tandberg 45 Miles	25.43
02/26/13	Late night- Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	14.90
02/26/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/26/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/26/13	Overtime Meals - Engagement Team Davin Strouse - Dinner - Davin Strouse; Marc Landy; Todd Toaso; Tony Muzzin	80.00
02/26/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Savvis Hosting Center	8.57



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
02/26/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Justin Marsh	11.75
02/27/13	Late Night after 8pm Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	16.80
02/27/13	Overtime Meals - Engagement Team Davin Strouse - Dinner - Davin Strouse; Marc Landy; Todd Toaso; Tony Muzzin	80.00
02/27/13	Meals & Tips Scott Tandberg - Breakfast	7.54
02/27/13	Meals & Tips Scott Tandberg - Dinner	20.00
02/28/13	Late night after 8pm-Cab Fare/Ground Transportation Davin Strouse NYO to Long Island City	14.90
02/28/13	Meals & Tips Davin Strouse - Dinner	20.00
02/28/13	Meals & Tips Scott Tandberg - Breakfast	10.32
02/28/13	Meals & Tips Scott Tandberg - Dinner	20.00
Total Disbursements		9,633.73



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-20

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Coach Airfare	2,302.58
Airfare Service Charge	47.49
Cab Fare/Ground Transportation	616.55
Conference Calls	31.05
Lodging	5,288.54
Meals & Tips	728.89
Mileage	178.01
Parking & Tolls	278.58
Postage/Messenger/Courier	72.04
Research	90.00
Total Disbursements	9,633.73



May 14, 2013

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2048109

Federal Tax Id 38-3637158

For Professional Services: March 1, 2013 through March 31, 2013

Current Charges:		Hours	Rate	Amount
Davin Strouse	Analyst	139.40	280.00	39,032.00
Sarah E Katzman	Associate	53.70	325.00	17,452.50
Wei Wei	Associate	17.50	360.00	6,300.00
Michael S Eisenberg	Associate	132.00	360.00	47,520.00
Todd Toaso	Vice President	174.20	475.00	82,745.00
Christopher Brown	Vice President	128.30	475.00	60,942.50
Sunny Chu	Vice President	142.20	475.00	67,545.00
Tony Muzzin	Vice President	121.40	475.00	57,665.00
Jarod L Kimble	Vice President	8.40	475.00	3,990.00
Scott Tandberg	Vice President	175.00	525.00	91,875.00
John Natividad	Vice President	18.20	525.00	9,555.00
Sabrina X Chen	Vice President	13.10	525.00	6,877.50
Brian P Jenkins	Director	144.80	645.00	93,396.00
Seth M Alter	Director	121.40	645.00	78,303.00
Mercedes Arango	Director	118.60	695.00	82,427.00
Marc E Landy	Director	128.30	695.00	89,168.50
Cynthia Bateman	Director	1.20	745.00	894.00
Marc J Brown	Director	0.60	745.00	447.00
Mark Smith	Managing Director	33.80	915.00	30,927.00
Harvey Kelly	Managing Director	11.20	960.00	10,752.00
Alan Holtz	Managing Director	56.40	960.00	54,144.00

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Current Charges:		Hours	Rate	Amount
Matthew Cohen	Managing Director	4.80	960.00	4,608.00
Denis O'Connor	Managing Director	67.50	960.00	64,800.00
Total Hours & Fees		<u>1,812.00</u>		<u>1,001,366.00</u>
Electronic Discovery Services				<u>292,126.00</u>
Subtotal				1,293,492.00
Less 20% Hold Back Fee				<u>(258,698.40)</u>
Subtotal				1,034,793.60
Expenses				<u>553.88</u>
Total Amount Due				<u>USD 1,035,347.48</u>



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00001	Engagement Planning	768.00
007351.00004	Current Financials	3,778.50
007351.00006	Cash Management	6,628.50
007351.00007	Employee Issues	35,824.50
007351.00008	Plan of Reorg.	5,088.00
007351.00010	Claims & Recoveries	148,605.50
007351.00011	Misc. Motions	2,376.00
007351.00015	UCC Meetings	31,104.00
007351.00018	Collateral Analysis	37,330.50
007351.00020	Forensic Investigation - General	45,694.50
007351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions	274,716.50
007351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	197,655.00
007351.00023	Ediscovery Consulting	21,934.50
007351.00024	Ediscovery Processing & Hosting	292,126.00
007351.00025	Forensic Investigation - Interco Ops, Shared Services	48,536.00
007351.00026	Forensic Investigation - June 2008 Restructuring	120,942.50
007351.00027	Wind Down Activity	15,015.50
007351.00090	Billing and Retention	5,368.00
Total Fees Incurred		1,293,492.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Expenses	Amount
Cab Fare/Ground Transportation	381.89
Conference Calls	71.99
Meals & Tips	56.43
Postage/Messenger/Courier	43.57
Total Disbursements	553.88



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-1

Re: Engagement Planning
Client/Matter # 007351.00001

Date	Consultant	Description of Services	Hours
03/05/13	AH	Discuss go-forward workplan/roles w/ K. Eckstein (Kramer Levin)	0.50
03/06/13	AH	Discuss workplan and staffing w/ J. Dubel (UCC Co-chair)	0.30
		Total Hours	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-1

Re: Engagement Planning
Client/Matter # 007351.00001

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	0.80	960.00	768.00
Total Hours & Fees	0.80		768.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-2

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
03/04/13	ST	Participate on call with B. McDonald from FTI regarding status of post-sale reporting information.	0.60
03/07/13	MSE	Prepare schedule related to foreclosure file review costs.	0.80
03/07/13	MSE	Call with Moelis (S. Hasan) related to foreclosure file review costs.	0.30
03/12/13	ST	Review Fed stress test report on Ally financial.	0.70
03/13/13	MSE	Call with FTI (B. McDonald) regarding monthly operating reports.	0.60
03/27/13	MSE	Prepare schedules of financial information related to entities in which the Debtor's estate hold a controlling interest.	2.10
03/27/13	ST	Draft summary of non-debtor affiliate financial report for UCC.	1.30
03/28/13	MSE	Review report regarding financials of entities in which the debtors' estates hold a substantial interest.	0.80
03/28/13	MSE	Call with FTI (M. Renzi) regarding status of operating reporting.	0.50
03/28/13	ST	Participate on call with M. Renzi to discuss outstanding reporting requests.	0.70
03/29/13	ST	Participate on call with B. McDonald from FTI to discuss MOR requests.	0.40
Total Hours			8.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-2

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	3.70	525.00	1,942.50
Michael S Eisenberg	5.10	360.00	1,836.00
Total Hours & Fees	8.80		3,778.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-3

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
03/01/13	ST	Review Debtors expense allocation analysis presentation.	1.20
03/04/13	ST	Update January cash reconciliation schedule.	0.70
03/05/13	ST	Participate on call with T. Meerovich to discuss post-sale cash balances.	0.40
03/11/13	ST	Research ResCap deposit account balances.	0.70
03/12/13	ST	Review updated FTI professional fee budget.	0.40
03/13/13	ST	Review FTI billing projections.	0.40
03/14/13	ST	Update professional fee schedule for cash forecast	0.40
03/14/13	MSE	Call with Kramer Levin (J. Schifer) regarding historical cost allocation.	0.30
03/15/13	ST	Review draft cash collateral amendment.	0.40
03/15/13	MSE	Prepare schedule of historical cost allocation analysis.	1.50
03/15/13	MSE	Review post-sale cash flow projections submission.	1.70
03/18/13	ST	Review revised FTI proposed order.	0.30
03/21/13	ST	Review historical expense allocations in DIP budgets.	1.10
03/28/13	ST	Review 2/28/13 cash variance report.	0.60
03/28/13	ST	Review 3/14/13 Debtor cash forecast presentation.	0.90
03/28/13	MSE	Review of post-sale cash flow reporting.	2.30
03/29/13	MSE	Review of updated cash collateral motion.	0.80
03/29/13	ST	Review non-consensual use of cash collateral motion.	0.60
Total Hours			14.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-3

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	8.10	525.00	4,252.50
Michael S Eisenberg	6.60	360.00	2,376.00
Total Hours & Fees	14.70		6,628.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
03/01/13	MSE	Prepare schedules of KEIP/KERP historical data analysis.	2.10
03/01/13	ST	Update historical employee compensation analysis for KL comments.	1.60
03/01/13	ST	Create 2013 vs. 2011 employee pay analysis.	0.80
03/01/13	ST	Update compensation slides for revised pay analysis.	0.60
03/04/13	ST	Review revised Mercer KEIP/KERP report.	0.60
03/04/13	ST	Review 2011 employee compensation information from Debtors.	0.70
03/05/13	MSE	Make revisions to KEIP/KERP schedules for 2011 comparison data.	1.90
03/05/13	ST	Review employee KEIP/KERP information.	0.40
03/05/13	ST	Participate in meeting with employee compensation sub-committee, Debtors, and Debtors' advisors to discuss KEIP/KERP and employee plan.	3.20
03/06/13	ST	Participate on call with Exec. compensation sub-committee to prepare for KEIP/KERP report to UCC.	0.50
03/07/13	ST	Review additional KEIP/KERP and severance information from Debtors.	0.60
03/07/13	ST	Draft questions regarding severance calculations to FTI.	0.30
03/07/13	MSE	Update schedules related to KEIP/KERP severance estimates.	2.10
03/07/13	AH	Review summary of severance cost to wind-down personnel	0.40
03/07/13	ST	Revise KEIP/KERP participant severance schedules.	0.50
03/08/13	MSE	Call with executive compensation sub committee regarding KEIP/KERP proposals.	1.60
03/08/13	AH	UCC compensation sub-committee call	1.40
03/08/13	MSE	Perform additional analysis for the various compensation plans of the Estate.	1.60
03/08/13	ST	Participate on call with employee compensation sub-committee to discuss KEIP/KERP proposals.	1.70
03/11/13	AH	Review analyses of proposed compensation for wind-down employees	0.70
03/11/13	MSE	Review KEIP/KERP counter proposal summary.	0.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
03/11/13	MSE	Prepare presentation of UCC counter proposals to KEIP/KERP plans.	2.30
03/11/13	ST	Review KEIP/KERP severance one year accruals.	0.50
03/11/13	ST	Participate on call with P. McElvain from Allstate to discuss KEIP participant compensation.	0.80
03/12/13	ST	Review executive KEIP request responses from FTL.	0.60
03/12/13	ST	Participate on call with UCC compensation subcommittee to discuss wind-down KEIP/KERP.	1.30
03/12/13	ST	Review proposed email to UCC regarding KEIP/KERP and FTL.	0.30
03/12/13	ST	Revise KEIP/KERP proposal table.	0.60
03/12/13	MSE	Make revisions to KEIP/KERP counter proposal summary schedule.	1.30
03/12/13	MSE	Call with executive compensation subcommittee regarding KEIP/KERP proposals.	1.40
03/12/13	AH	UCC Compensation Sub-committee call	1.40
03/13/13	AH	Call w/ member of UCC sub-committee re: wind-down compensation	0.40
03/13/13	AH	Review correspondence to and from compensation sub-committee members re: wind-down programs	1.00
03/13/13	MSE	Review KEIP/KERP employee retention programs	0.60
03/13/13	MSE	Prepare notes related to KEIP/KERP compensation plan proposals.	1.20
03/13/13	ST	Draft email summary of top 12 KEIP/KERP participants.	0.40
03/14/13	ST	Participate on call with S. Zide from KL to discuss incentive metric adjustments.	0.80
03/14/13	ST	Draft responses to K. Handley from AIG regarding KERP participants.	0.40
03/14/13	MSE	Prepare further diligence for employee KEIP/KERP proposals.	0.80
03/14/13	AH	Evaluation of metrics for executive compensation wind-down plans	1.40
03/14/13	AH	Discuss Wind-down KEIP metrics w/ S. Zide and E. Daniels (Kramer Levin)	0.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
03/15/13	AH	Review of Debtor counter-proposal re: employee comp	0.50
03/15/13	ST	Discuss preliminary feedback from Company to UCC KEIP/KERP response with T. McDonough from FTI.	0.70
03/15/13	ST	Discuss status of KEIP/KERP negotiations with S. Zide from KL.	0.40
03/15/13	ST	Review T. Hamzehpour proposed employment agreement.	0.40
03/17/13	ST	Clarify revisions to executive KEIP with T. McDonough from FTI.	0.30
03/18/13	ST	Review updated KEIP proposed metrics.	0.80
03/18/13	ST	Create incentive metric comparison analysis.	0.90
03/18/13	ST	Participate on call with compensation sub-committee to discuss KEIP proposals.	2.00
03/18/13	ST	Participate on call with T. McDonough from FTI to discuss revising estate KEIP metrics and award amounts.	0.40
03/18/13	ST	Participate on call with T. McDonough from FTI to discuss executive KEIP metrics.	0.50
03/18/13	AH	Review and respond to various correspondence and analysis re: wind-down compensation programs	0.50
03/18/13	AH	Conference call w/ UCC Sub-Committee on compensation re: wind-down comp programs	1.90
03/18/13	MSE	Analyze updated Estate KEIP metrics proposals from Debtors.	1.60
03/18/13	MSE	Update KEIP/KERP population schedules for new proposals.	1.70
03/18/13	MSE	Analyze Debtors' responses to UCC KEIP/KERP proposals.	1.90
03/18/13	MSE	Call with executive compensation sub-committee related to Estate management.	1.80
03/19/13	MSE	Make revisions to KEIP/KERP plan counter proposals from Debtors.	1.30
03/19/13	MSE	Call with compensation subcommittee regarding compensation proposals.	0.60
03/19/13	AH	Review correspondence re: UCC sub-committee on compensation meeting and discuss w/ S. Zide (KL)	0.20
03/19/13	AH	Participate in UCC sub-committee on compensation meeting	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-4

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
		(telephonic)	
03/19/13	AH	Co-chair call regarding compensation to plan for 3/20 UCC meeting	0.70
03/19/13	AH	Co-chair call w/ Directors re: appointment of new Board member	1.00
03/19/13	ST	Draft KEIP/KERP counter-proposal summary schedule.	0.80
03/19/13	ST	Participate on call with compensation subcommittee and KL to discuss final KEIP/KERP proposals.	0.60
03/19/13	ST	Revise KEIP/KERP counter-proposal summary schedule.	0.60
03/19/13	ST	Respond to KL question regarding T. Hamzehpour employment letter.	0.40
03/19/13	ST	Participate on call with S. Zide to discuss revised executive KEIP metrics.	0.50
03/20/13	ST	Review Debtors' draft KEIP/KERP motion.	0.80
Total Hours			66.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-4

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	12.60	960.00	12,096.00
Scott Tandberg	27.30	525.00	14,332.50
Michael S Eisenberg	26.10	360.00	9,396.00
Total Hours & Fees	66.00		35,824.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-5

Re: Plan of Reorg.
Client/Matter # 007351.00008

Date	Consultant	Description of Services	Hours
03/05/13	AH	Attend portion of meeting with K. Eckstein, D. Mannal and S. Zide (Kramer Levin) and MoFo team re: plan of reorganization constructs and stakeholder positions	2.30
03/08/13	AH	UCC co-chair call re: plan issues	1.30
03/21/13	AH	Emails w/ S. Zide, K. Eckstein (Kramer Levin) re: POR strategy	0.40
03/22/13	AH	Participate telephonically in meeting with Kramer Levin and Moelis teams re: POR strategy	1.30
Total Hours			5.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-5

Re: Plan of Reorg.
Client/Matter # 007351.00008

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	5.30	960.00	5,088.00
Total Hours & Fees	5.30		5,088.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/01/13	MSE	Review updated expense allocation methodology proposal from FTI.	0.80
03/01/13	MSE	Call with MoFo (T Goren) and FTI (T. Meerovich) regarding expense allocation methodologies.	1.00
03/01/13	ST	Review filed version of UCC complaint against JSNs collateral.	0.50
03/01/13	ST	Review case update summary from KL	0.40
03/01/13	ST	Participate on call with FTI, including T. Meerovich, Mofo, and KL to discuss revised cost allocation proposal to collateral islands.	0.70
03/01/13	ST	Update JSN recovery scenarios presentation for KL comments.	1.20
03/04/13	ST	Respond to KL questions regarding JSN recoveries.	0.30
03/04/13	MEL	Meeting at Kramer Levin (Eckstein, et al) to discuss claims of junior secured noteholders.	3.10
03/04/13	BPJ	Meeting with K. Eckstein, D. Mannal, S. Zide, and A. Dove of KramerLevin regarding claims and recoveries.	3.10
03/04/13	TMT	Analysis of potential Junior Secured Note recovery under different scenarios	1.20
03/04/13	MEL	Prepare for meeting at KL to discuss claims of Junior secured noteholders.	2.80
03/04/13	BPJ	Review of claims and recoveries summaries provided to date.	2.40
03/05/13	BPJ	Review of Junior Secured Noteholder support docs	3.60
03/05/13	BPJ	Review of JSN claims summary.	0.50
03/05/13	BPJ	Review of sale proceeds allocations.	2.20
03/05/13	BPJ	Review of avoidance action as it relates to the JSNs' recovery	1.20
03/05/13	MEL	Call with Kramer Levin (Zide, et al) to discuss committee presentation	0.50
03/05/13	AH	Work on report to UCC re: JSN claims, for presentation on 3/6 Ucc Call	1.80
03/05/13	BPJ	Review of potential JSN recoveries.	0.80
03/05/13	BPJ	Update of Junior Secured Noteholder presentations.	1.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/05/13	ST	Participate on call with M. Renzi to discuss revised waterfall model issues and timing.	0.40
03/05/13	ST	Participate on call with A. Holtz from AP to discuss comments to JSN review presentation.	0.50
03/05/13	MEL	Prepare presentation regarding UCC recoveries.	2.80
03/05/13	ST	Review Debtors' revised post-sale asset allocation schedule.	0.80
03/05/13	ST	Draft JSN review presentation slides.	2.80
03/05/13	ST	Participate on call with S. Zide and J. Shifer from KL to review JSN review presentation.	1.30
03/05/13	ST	Review collateral island expense allocation schedule.	0.60
03/05/13	ST	Create additional waterfall scenarios for JSN presentation.	1.30
03/05/13	ST	Update JSN review presentation for KL and AP comments.	2.70
03/05/13	DS	Make revisions to JSN collateral/ intercompany presentation at UCC meeting	2.90
03/05/13	DS	Prepare slides for JSN collateral/ intercompany presentation at UCC meeting	2.60
03/06/13	ST	Participate on call with J. Shifer from KL to discuss purchase price allocation and potential for intangible value.	0.60
03/06/13	ST	Review asset purchase price allocation methodologies.	1.30
03/06/13	ST	Participate on call with S. Mates from Blackstone to discuss distributable value revisions.	0.60
03/06/13	ST	Create JSN collateral value schedule.	0.80
03/06/13	ST	Create unsecured distributable value reconciliation schedule.	1.40
03/06/13	AH	Review analysis of JSB claim security position and discuss w/ S. Tandberg	0.50
03/06/13	AH	Discussion of JSB security position w/ B. Nolan (FTI)	0.30
03/06/13	MSE	Analyze updated trial balance by legal entity schedules provided by FTI.	2.30
03/06/13	MSE	Review presentation of issues related to the Junior Secured Notes.	1.60
03/07/13	AH	Review JSN presentation to UCC and prepare version to share w/ Debtors	0.60
03/07/13	MSE	Analyze updated waterfall asset trial balance schedules.	2.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/07/13	MSE	Meet with AP Team regarding JSN lien challenge.	0.50
03/07/13	ST	Compile slides for JSN meeting with the Debtors.	1.80
03/07/13	ST	Respond to questions from Moelis regarding changes to the waterfall model.	0.50
03/07/13	ST	Review waterfall model revision process.	0.60
03/07/13	ST	Review case consent order summary from KL case update summary.	0.30
03/07/13	ST	Participate on call with S. Hasan from Moelis to discuss FRB foreclosure review costs in waterfall model.	0.40
03/08/13	ST	Draft materials to coordinate revisions to JSN discussion deck.	0.80
03/08/13	ST	Run JSN recovery scenarios for additional Ally contributions.	1.80
03/08/13	ST	Review avoidance claims summary from KL.	0.80
03/08/13	ST	Update JSN discussion presentation for comments and additional information.	1.80
03/08/13	ST	Participate on call with M. Renzi from FTI to discuss waterfall distributable value.	0.60
03/08/13	ST	Participate on call with KL, including K. Eckstein, to discuss JSN discussion materials for the Debtors.	0.60
03/08/13	AH	Call w/ K. Eckstein and team (Kramer Levin) re: JSN presentation to debtors	0.70
03/09/13	AH	Review latest draft of JSN presentation to Debtors	1.50
03/09/13	ST	Update JSN discussion presentation for JSN complaint and additional comments.	0.70
03/10/13	ST	Update JSN complaint analysis for comments from KL.	0.60
03/11/13	ST	Update JSN discussion slides for KL and AP comments.	2.70
03/11/13	ST	Review revisions and comments to JSN review slides.	0.80
03/11/13	ST	Update asset allocation schedules for additional comments.	1.10
03/11/13	ST	Review updated post-sale avoidance amount analysis.	0.70
03/11/13	MEL	Review analysis related to potential JSN recoveries.	1.50
03/11/13	AH	Review iterations of report for discussion w/ Debtor advisors re: JSN	1.10



Residential Capital, LLC
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New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/11/13	MSE	Review JSN sales proceeds allocations.	0.60
03/11/13	MSE	Review draft of JSN recovery presentation for recent modifications.	1.40
03/11/13	MSE	Review diligence items related to JSN Recovery presentation.	0.90
03/12/13	MEL	Review analysis on potential JSN recoveries.	0.50
03/12/13	AH	Meeting w/ Debtor advisors at Mofo re: JSN	2.40
03/12/13	AH	Prepare for meeting w/ Debtor advisors re: JSN	0.40
03/12/13	ST	Review case update summary from KL, including claims reconciliation procedures.	0.40
03/12/13	ST	Participate in meeting with Mofo, FTI, and KL to discuss JSN analysis.	2.70
03/12/13	ST	Research question regarding deposit accounts subject to JSN complaint.	0.40
03/13/13	ST	Participate on call with FTI, including M. Renzi, to discuss changes to the Debtors' waterfall model.	1.10
03/13/13	ST	Update 12/31 trial balance file to link into waterfall model.	1.70
03/13/13	ST	Participate on call with M. Renzi from FTI to discuss FHA/VA asset recovery assumptions.	0.60
03/13/13	ST	Reconcile non-bid asset recovery assumptions in updated waterfall with Debtors' presentation.	1.40
03/13/13	AH	Identify and correspondence resources for review of Debtors' insurance coverage	0.20
03/13/13	MSE	Prepare backup schedules of recovery values for waterfall scenarios.	1.90
03/13/13	MSE	Review updated trial balance schedules in preparation for waterfall meeting.	0.60
03/13/13	MSE	Call with FTI (including M. Renzi) regarding updated waterfall scenarios.	0.80
03/13/13	MSE	Analyze asset allocation schedules of recovery values for waterfall scenarios.	1.20
03/14/13	MSE	Prepare asset recovery related schedules for input into waterfall scenarios.	2.90
03/14/13	MSE	Analyze asset recovery value updates provided by FTI.	2.10



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Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/14/13	ST	Review objections to foreclosure review motion.	0.50
03/14/13	ST	Create asset driver schedule for updated waterfall model.	2.10
03/14/13	ST	Review updated structure of waterfall model.	0.40
03/14/13	ST	Analyze 2013 GNMA pooling forecast.	0.70
03/15/13	ST	Updated waterfall model for revised asset value based on latest DIP budget.	2.60
03/15/13	ST	Review claims recovery process with T. Meerovich from FTI.	0.50
03/15/13	ST	Update asset allocation file for estimated unwind of post-petition interco balances.	1.20
03/15/13	ST	Reconcile JSN cost allocation in waterfall model.	0.90
03/18/13	ST	Restructure asset recovery model schedules.	1.20
03/18/13	ST	Create updated distributable value schedule for Moelis.	1.30
03/18/13	ST	Discuss timing and content of Debtor waterfall/ wind-down presentation.	0.70
03/18/13	AH	Conference call w/ D. Mannal and insurance counsel (Kramer Levin) re: insurance review	0.40
03/18/13	AH	Prepare memo to AlixPartners insurance expert (Mark Smith) re: insurance review	0.30
03/18/13	MSE	Prepare schedules related to asset recoveries of non-bid assets.	1.30
03/19/13	MSE	Review of presentation on repurchase and correspondent recovery processes.	0.70
03/19/13	MSE	Call with Debtors (including T. Hamzehpour), KL (including S. Zide) and MoFo (including N. Rosenbaum) regarding repurchase and correspondent recoveries.	1.10
03/19/13	MSE	Prepare supplemental schedules related to waterfall recovery scenarios.	2.80
03/19/13	BPJ	Query of Relativity database for additional production re: JSN Claims	0.80
03/19/13	AH	Participate in meeting w/ Ally advisors re: JSN recovery scenarios	2.30
03/19/13	AH	Phone call w/ J. Sharrett (Kramer Levin) re: insurance review	0.20



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Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/19/13	MSE	Call with Moelis (S. Hasan) related to asset recovery analysis.	0.30
03/19/13	MEL	Review analysis of potential recoveries for creditors.	1.80
03/19/13	ST	Review treatment of cure costs in asset recovery assumptions.	0.70
03/19/13	ST	Participate on call with S. Hasan from Moelis to discuss revisions to distributable value.	0.50
03/19/13	ST	Participate on call with Debtors, including Deanna Horst, FTI, and Mofo to discuss correspondent lender recoveries.	1.30
03/19/13	ST	Meet with KL, including K. Eckstein, Kirkland, KL, and Moelis to discuss JSN issues.	3.00
03/20/13	ST	Participate in meeting with Kathy Patrick group, including A. Devore and KL to discuss JSN issues.	2.40
03/20/13	ST	Review settlement of ResCap claims in the People's Choice bankruptcy.	0.40
03/20/13	ST	Update waterfall model for revised Debtor inputs.	0.80
03/20/13	ST	Review Debtors' base case waterfall presentation	1.10
03/20/13	MEL	Review updated waterfall analysis prepared by FTI.	1.30
03/20/13	MSE	Call with FTI (L. Park) regarding waterfall analysis.	0.40
03/20/13	MSE	Review waterfall scenarios based on updated inputs	0.60
03/20/13	DO	Review waterfall analysis prepared by FTI.	0.30
03/20/13	MSE	Make revisions to waterfall asset recovery schedules.	2.90
03/20/13	MS	Review of D&O / E&O insurance policies	4.00
03/21/13	MS	Review of the powerpoint presentation and summary of coverage's	1.70
03/21/13	MS	Reviews of policy coverage chart in PowerPoint with policies themselves for 2007-2008	2.30
03/21/13	MSE	Call with Kramer Levin (J. Schifer) regarding claims reconciliation process.	1.20
03/21/13	MSE	Make revisions to waterfall asset recovery scenario schedules.	3.20
03/21/13	MSE	Call with Moelis (S. Hasan) regarding asset recovery scenarios.	0.40
03/21/13	MSE	Review updated claims management reporting schedules.	2.10



Residential Capital, LLC
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Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/21/13	MSE	Review claims management process	0.30
03/21/13	AH	Review insurance data received and discuss w/ M. Smith	1.00
03/21/13	MSE	Call with FTI (L. Park) regarding asset recovery projections.	0.30
03/21/13	MSE	Call with FTI (M. Talarico) regarding claims management and reconciliation.	0.60
03/21/13	ST	Draft claims review questions for FTI.	0.80
03/21/13	ST	Participate on call with M. Talarico from FTI to discuss claims update deck.	0.60
03/21/13	ST	Run revised waterfall scenarios for Moelis.	1.60
03/21/13	ST	Update waterfall model for admin expense allocation assumptions.	0.80
03/21/13	ST	Research Debtors' remaining asset liquidation strategies.	0.70
03/21/13	ST	Review March claims management and reconciliation report.	1.60
03/22/13	ST	Participate on call with KL, including S. Zide, to discuss collateral analysis.	0.70
03/22/13	ST	Review revised asset allocation schedules from FTI.	0.70
03/22/13	ST	Review FRB consent order status update.	0.60
03/22/13	MSE	Prepare schedules relating to waterfall analysis.	2.40
03/22/13	BPJ	Relativity searches within newly created productions re: JSN Claims	2.20
03/22/13	BPJ	Query of Relativity database for additional production.	2.10
03/23/13	ST	Draft revolver collateral value comparison schedules.	1.80
03/24/13	ST	Prepare overview summary of JSN collateral analysis.	0.40
03/25/13	ST	Review JSN collateral analysis.	0.40
03/25/13	ST	Compile revised JSN recovery presentation using results from updated waterfall model.	0.80
03/25/13	ST	Review FTI responses to waterfall model requests.	1.20
03/25/13	ST	Participate on call with KL, including J. Shifer, to discuss JSN stalking horse bid analysis.	0.70
03/25/13	ST	Re-run JSN recovery scenarios using updated Debtor waterfall model.	1.80
03/25/13	ST	Participate on call with FTI, including L. Park, to reconcile waterfall models.	2.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/25/13	ST	Review updated draft of STN motion.	0.30
03/25/13	ST	Update auction price JSN collateral analysis.	1.60
03/25/13	MSE	Prepare schedules relating to non-bid asset recovery forecasts.	2.30
03/25/13	MS	Review of policy coverage's vs. PowerPoint chart for 2009-10	2.80
03/25/13	MS	Review policy coverage's vs. PowerPoint chart for 2011-2013	3.10
03/26/13	MS	Review and assess settlement letters provided	3.10
03/26/13	MS	Review of insurance matters re: Claims and Recoveries	1.60
03/26/13	MSE	Prepare schedules for change in recovery value presentation.	3.30
03/26/13	MSE	Call with FTI (including M. Talarico) regarding claims register management.	0.80
03/26/13	MSE	Prepare diligence summary of claims register results.	1.40
03/26/13	MSE	Review presentation outline related to changes in recovery.	0.40
03/26/13	AH	Review revised waterfall analysis	1.80
03/26/13	ST	Revise JSN scenario presentation for comments and updated scenarios.	2.70
03/26/13	ST	Working session regarding matters to cover with counsel on insolvency.	1.80
03/26/13	ST	Participate on call with FTI, including M. Talarico, to discuss claims reconciliation questions.	0.50
03/26/13	ST	Participate on call with S. Hasan from Moelis to discuss waterfall assumptions and plan negotiations.	0.70
03/26/13	ST	Create JSN scenario comparison schedules.	0.70
03/27/13	ST	Create bid asset recovery and allocation model.	2.40
03/27/13	ST	Update waterfall driver model for asset recovery buildup schedules.	1.80
03/27/13	ST	Create non-bid asset recovery and allocation model.	3.80
03/27/13	MSE	Prepare additional schedules relating to distributable value of asset recoveries.	2.90
03/27/13	MS	Development of the revised summary of coverage's and attachment points in the PowerPoint provided and review with Greg Stedman	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/27/13	MS	Development of the revised summary of coverage's and attachment points in the PowerPoint provided and review with Greg Stedman	2.40
03/27/13	MS	Development of the revised summary of coverage's and attachment points in the PowerPoint provided and review with Greg Stedman	0.80
03/27/13	MS	Development of the revised summary of coverage's and attachment points in the PowerPoint provided and review with Greg Stedman	1.60
03/27/13	MS	Development of the revised summary of coverage's and attachment points in the PowerPoint provided and review with Greg Stedman	0.50
03/28/13	MS	Research on quota share coverage	1.80
03/28/13	MS	Development of revised coverage and attachment points - review of addition of quota share to chart	2.20
03/28/13	MS	Development of the issues and next steps pages in PowerPoint provided and review with Greg Stedman	1.00
03/28/13	MS	Development of the issues and next steps pages in the PowerPoint provided and review with Greg Stedman	0.75
03/28/13	MS	Development of the issues and next steps pages in the PowerPoint provided and review with Greg Stedman	0.25
03/28/13	MSE	Prepare analysis of purchase price allocation of asset recovery values.	3.60
03/28/13	BPJ	Query of Relativity database for additional production docs re: Intercompany Claims	2.20
03/28/13	ST	Research questions from Blackstone regarding Debtors' waterfall model.	1.20
03/28/13	ST	Create Revolver collateral recovery bridge.	1.60
03/29/13	ST	Update sale proceeds and collateral allocation schedules for KL.	1.80
03/29/13	ST	Review FHFA claims analysis.	0.50
03/29/13	MSE	Review of memo regarding litigation claims filed by FHFA against AFI.	0.60
03/29/13	MSE	Make revisions to schedules related to asset value recovery to debt facilities.	1.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
03/29/13	MS	Review and summarize alignment of settlement letters to coverage periods	2.50
03/29/13	MS	Emails w/ A. Holtz re: insurance review findings	0.50
03/29/13	MS	Updating the presentation to address the issue of the bankruptcy dates. And discussion with Greg Stedman	0.50
Total Hours			256.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-6

Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.30	960.00	288.00
Alan Holtz	15.50	960.00	14,880.00
Mark Smith	33.80	915.00	30,927.00
Brian P Jenkins	22.40	645.00	14,448.00
Marc E Landy	14.30	695.00	9,938.50
Todd Toaso	1.20	475.00	570.00
Scott Tandberg	104.40	525.00	54,810.00
Michael S Eisenberg	58.90	360.00	21,204.00
Davin Strouse	5.50	280.00	1,540.00
Total Hours & Fees	256.30		148,605.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-7

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
03/01/13	AH	Call w/ S. Zide (Kramer Levin) re: FTI retention terms	0.20
03/04/13	ST	Review Ambac update and draft objection.	0.50
03/04/13	ST	Review update to mediator appointment.	0.30
03/07/13	ST	Review application to amend FTI's engagement agreement.	0.40
03/07/13	AH	Review FTI fee modification motion	0.20
03/08/13	AH	Various correspondence w/ G. Gutzeit (FTI) and S. Zide (KL) re: proposed FTI fee modifications	0.30
03/08/13	AH	Review KL communication re: FTI fee modification prior to UCC distribution	0.20
03/11/13	AH	Follow-up w/ FTI and review information in support of their revised fee arrangement	0.40
03/12/13	AH	Review FTI fee proposal	0.30
03/19/13	ST	Review draft UCC reply to AFI's objections to foreclosure review motion.	0.40
Total Hours			3.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-7

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	1.60	960.00	1,536.00
Scott Tandberg	1.60	525.00	840.00
Total Hours & Fees	3.20		2,376.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-8

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
03/05/13	AH	Weekly UCC co-chair call to prepare for 3/6 full Committee call	0.80
03/05/13	ST	Participate on call with UCC co-chairs and advisors to discuss case issues for UCC meeting.	0.80
03/06/13	AH	Participate in portion of weekly UCC meeting (telephonic)	2.30
03/06/13	DO	Participate on relevant sections of weekly committee conference call.	0.40
03/06/13	HK	Attend portion of telephonic meeting of UCC. Topics included Hearing update, Report of Executive Comp Subcommittee, investigation/discovery issues, Examiner update, update from meeting with Debtors, JSN issues update.	2.10
03/06/13	ST	Participate on portion of weekly call with UCC and UCC advisors to discuss case issues.	2.40
03/06/13	AH	Participate in telephonic meeting of UCC Compensation Sub-Committee	0.50
03/08/13	ST	Participate on portion of call with UCC co-chairs and advisors to discuss plan strategy and UCC issues.	0.80
03/08/13	HK	Participate in portion of call with UCC co-chairs (Dubel and Finkel) and counsel (Eckstein, et al) re: Plan issues and next steps.	1.00
03/12/13	ST	Participate on portion of call with UCC co-chairs and advisors to discuss case issues in preparation for UCC meeting.	0.80
03/12/13	HK	Participate in portion of UCC Co-chair (Dubel and Finkel) and counsel (Eckstein et al) regarding CRO issues, STN Motion, Ally stress test.	0.70
03/12/13	AH	Attend portion of telephonic UCC Co-chair call	0.60
03/13/13	AH	Participate in portion of weekly UCC meeting (telephonic)	1.80
03/13/13	ST	Participate on portion of weekly UCC call with UCC and advisors to discuss case issues.	1.50
03/13/13	HK	Attend portion of telephonic meeting of UCC and its advisors. Topics included: (i) Executive Compensation; (ii) Mediator meeting; (iii) JSN issues update; and, (iv) miscellaneous issues.	1.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-8

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
03/19/13	ST	Participate on call with UCC co-chairs and advisors to discuss case issues in preparation for weekly UCC meeting.	0.70
03/19/13	MEL	Participate in co-chair call with Holtz, Dubel, Eckstein at al.	0.70
03/19/13	AH	Participate in UCC meeting, including speaking points for JSN work and wind-down compensation programs	0.70
03/20/13	MEL	Participate in UCC meeting at KL office. Included presentations from Company personnel and FTI	5.00
03/20/13	AH	Attend UCC meeting at Kramer Levin, including Debtors' presentation	5.30
03/20/13	ST	Participate in weekly UCC meeting with UCC and advisors to discuss case issues.	2.60
03/20/13	ST	Participate in portion of meeting with UCC, Debtors, and advisors for Debtors' presentation to UCC.	2.20
03/28/13	AH	Participate in weekly UCC call (telephonic)	1.50
03/28/13	DO	Participate on all hands Creditors Committee conference call.	0.60
03/28/13	HK	Attend portion of telephonic UCC meeting. Topics included: (i) Mediator meeting update; (ii) STN Motion; (iii) AFI Stay Enforcement Motion; (iv) FRB Consent Order.	1.20
03/28/13	ST	Participate in weekly UCC call with UCC and advisors to discuss case issues.	1.50
Total Hours			40.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-8

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	6.50	960.00	6,240.00
Denis O'Connor	1.00	960.00	960.00
Alan Holtz	13.50	960.00	12,960.00
Marc E Landy	5.70	695.00	3,961.50
Scott Tandberg	13.30	525.00	6,982.50
Total Hours & Fees	40.00		31,104.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
03/07/13	TMT	Review of counts of potential lien avoidances contained in the adversary complaint against the Junior Secured Note holders	2.50
03/07/13	TMT	Discussion with Elan Daniels regarding summary of lien avoidance amounts related to the Adversary Complaint	0.30
03/07/13	TMT	Review of documentation provided listing value of individual assets sold	1.00
03/07/13	MEL	Review OID analysis in preparation for meeting with FTI and MoFo.	0.60
03/07/13	MEL	Review collateral complaint in preparation for meeting with FTI and MoFo.	1.10
03/08/13	MEL	Speak to Elan Daniels KL regarding request to prepare analysis of certain sold assets.	0.50
03/08/13	MEL	Work on analysis comparing collateral complaint to asset proceeds in recent sales.	1.70
03/08/13	MSE	Analyze JSN lien motion supporting schedules.	1.20
03/08/13	MSE	Prepare supporting documents relating to JSN collateral adversary complaint.	3.10
03/08/13	TMT	Review of documentation provided listing value of individual assets sold	2.20
03/09/13	TMT	Analysis of sale price of HFS assets with potentially avoidable liens	3.20
03/09/13	TMT	Analysis of sale price of Real Estate Owned assets with potentially avoidable liens	1.20
03/09/13	TMT	Analysis of sale price of FHA VA claim assets with potentially avoidable liens	0.60
03/09/13	MSE	Prepare additional schedules related to JSN lien challenge.	2.40
03/10/13	TMT	Analysis of sale price of collateral formerly pledged to BMMZ facility	0.50
03/10/13	TMT	Analysis of assets with more than one count of potentially avoidable liens	2.00
03/11/13	TMT	Call with Kramer Levin (Elan Daniels, Mark Chass), MoFo (Todd Goren), and FTI (Mark Renzi and Brian McDonald) to discuss original issue discount	0.50
03/11/13	TMT	Review of Original Issue Discount calculations including	1.30



Residential Capital, LLC
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Invoice # 2048109-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
		calculation provided by FTI	
03/11/13	TMT	Analysis of sale prices of HFS assets included in Berkshire Hathaway sale	3.20
03/11/13	TMT	Analysis of sale price of collateral formerly pledged to BMMZ facility	2.60
03/11/13	MSE	Prepare schedules relating to real property collateral value.	1.30
03/11/13	MSE	Call with Kramer Levin (including S. Zide) regarding JSN scenario presentation.	0.60
03/11/13	MSE	Analyze deposit account balances held as collateral for JSNs.	0.70
03/11/13	MEL	Prepare for call to discuss OID with KL	0.60
03/11/13	MEL	Call among KL (Daniels, et al) FTI (Renzi, et al) and MoFo to discuss OID.	0.40
03/11/13	MSE	Make revisions to JSN collateral presentation.	3.10
03/12/13	MSE	Make revisions to JSN recovery presentation.	1.30
03/12/13	MSE	Review of JSN scenario presentation.	0.40
03/13/13	TMT	Review of PwC Original Issue Discount accretion schedule	0.50
03/13/13	TMT	Analysis of ResCap collateral pledged to secured debt facilities in 2007 and 2008	2.20
03/14/13	TMT	Analysis of ResCap unencumbered assets from 2007-2012	1.60
03/14/13	TMT	Recalculation of PwC Original Issue Discount accretion schedule based on provided spreadsheet	2.30
03/14/13	TMT	Review of PwC Original Issue Discount accretion schedule	1.20
03/14/13	TMT	Analysis of ResCap collateral pledged to secured debt facilities in 2009-2012	2.70
03/14/13	MEL	Detailed review debtors OID calculation.	1.10
03/15/13	TMT	Analysis of ResCap unencumbered assets and unrecorded liabilities from 2007-2012	2.70
03/18/13	TMT	Analysis of ResCap collateral pledged to secured debt facilities	3.00
03/22/13	MSE	Prepare analysis related to changes in value of JSN assets.	3.60
03/22/13	MSE	Call with Kramer Levin (J. Schifer) regarding JSN collateral.	0.60



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Invoice # 2048109-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
03/22/13	MSE	Call with Kramer Levin (S. Zide) regarding value of JSN collateral.	0.70
03/23/13	MSE	Make revisions to changes in JSN collateral value analysis.	2.30
03/25/13	MSE	Call with Kramer Levin (including J. Shifer) regarding JSN collateral analysis.	0.80
03/25/13	TMT	Analysis of RFC assets restricted as collateral	1.80
03/25/13	TMT	Analysis of GMACM assets restricted as collateral	2.30
03/25/13	MSE	Make revisions to JSN collateral value analysis schedules.	3.40
03/26/13	TMT	Analysis of GMACM assets restricted as collateral	2.00
03/26/13	TMT	Analysis of RFC assets restricted as collateral	2.20
03/26/13	ST	Review of draft JSN scenario slides.	0.40
03/29/13	MSE	Prepare schedules related to distributable value to debt facilities.	1.60
03/29/13	MSE	Review distribution of asset recovery analysis schedules.	0.70
03/31/13	TMT	Analysis of 12-31-2012 asset balances	1.20
03/31/13	TMT	Analysis of 12-31-2012 updates to 5-13-2012 asset balances	1.50
Total Hours			82.50



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Invoice # 2048109-9

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	6.00	695.00	4,170.00
Todd Toaso	48.30	475.00	22,942.50
Scott Tandberg	0.40	525.00	210.00
Michael S Eisenberg	27.80	360.00	10,008.00
Total Hours & Fees	82.50		37,330.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
03/01/13	MA	Researched ResCap debt related items for S. Ettari and A. Dove (Kramer) and prepared summary of findings.	3.50
03/01/13	MA	Reviewed Examiner submission and provided comments to S. Ettari (Kramer).	2.50
03/04/13	ST	Review draft examiner submissions.	0.40
03/05/13	MA	Prepare investigations work plan.	0.80
03/05/13	MA	Discussed next steps on investigations work plan with S. Ettari.	0.40
03/05/13	DO	Review Committee update, attached pleadings and reports.	0.30
03/05/13	MEL	Calls with M Renzi of FTI to discuss status of requests.	1.00
03/06/13	ST	Review case update summary from KL, including investigation update.	0.50
03/06/13	DO	Review Committee Update and attachments, prepared by counsel.	0.30
03/06/13	HK	Review updated solvency analysis in advance of distribution to the Examiner.	1.10
03/07/13	ST	Review examiner submissions from Committee.	0.40
03/12/13	MA	Preparation for meeting with Kramer, A&M and Cleary.	0.50
03/12/13	TMT	Construction of database based on ResCap quarterly balance sheets from 2007 through 2012	3.10
03/12/13	TMT	Construction of database based on ResCap quarterly balance sheets from 2007 through 2012	2.70
03/12/13	MSE	Review 2013 Dodd-Frank Act Stress Test results related to Ally Financial.	2.10
03/13/13	TMT	Review of database based on ResCap quarterly balance sheets from 2007 through 2012	1.40
03/13/13	TMT	Review of database based on ResCap quarterly secured debt from 2007 through 2012	1.30
03/13/13	TMT	Construction of database based on ResCap quarterly balance sheets from 2007 through 2012	1.40
03/14/13	MA	Reviewed various update emails from R. Ringer (Kramer) and attached documents.	1.10
03/14/13	MA	Reviewed comparable bank information provided by A&M and researched open items from meeting with Kramer,	1.30



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Invoice # 2048109-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		Cleary and A&M.	
03/15/13	TMT	Construction of database related to ResCap's unsecured debt from 2007-2012	2.30
03/18/13	TMT	Analysis of ResCap other borrowings	2.00
03/18/13	TMT	Analysis of ResCap other liabilities	1.10
03/19/13	TMT	Analysis of ResCap other assets	2.20
03/19/13	TMT	Analysis of ResCap other liabilities	1.50
03/19/13	TMT	Analysis of ResCap assets remaining after all claims	2.50
03/20/13	BPJ	Review of committee meeting materials.	0.80
03/20/13	TMT	Analysis of RFC borrowings	2.20
03/20/13	TMT	Analysis of ResCap assets remaining after all claims	0.60
03/20/13	TMT	Analysis of GMACM borrowings	2.40
03/20/13	DO	Review committee update prepared by counsel and related attached pleadings and reports.	0.30
03/20/13	DO	Review Debtors Insurance Coverage analysis.	0.10
03/20/13	MA	Reviewed Kramer email updates for UCC meeting and reviewed related documents.	1.00
03/20/13	MEL	Attend to issues relating to protective order	1.50
03/21/13	MEL	Attend to issues relating to protective order.	1.60
03/21/13	MA	Conducted relativity searches for Goldin documents related to fairness opinions.	2.50
03/21/13	MA	Reviewed numerous Goldin associate documents related to fairness opinions on pre-petition transactions.	1.50
03/21/13	TMT	Allocation of ResCap RMBS settlement between RFC and GMACM	2.60
03/21/13	TMT	Analysis of allocation of ResCap unsecured debt between RFC and GMACM	4.60
03/22/13	MA	Conducted additional research on relativity for fairness opinion documents and supporting analyses.	1.90
03/25/13	MA	Discussed debt forgiveness with A&M (A. Sagat and D. Coles).	0.30
03/25/13	MA	Discussed next steps for upcoming meeting with Cleary and A&M with D. O'Connor, M. Landy and B. Jenkins.	0.70



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Invoice # 2048109-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
03/25/13	TMT	Analysis of GMACM secured debt	1.50
03/25/13	MA	Researched debt forgiveness to prep for meeting with Cleary and A&M.	0.80
03/25/13	TMT	Analysis of GMACM unsecured debt	1.70
03/25/13	TMT	Analysis of RFC secured debt	1.50
03/26/13	MA	Reviewed draft analysis on debt forgiveness.	1.00
03/27/13	MA	Met with Kramer in advance of meeting with Cleary and A&M (D. Mannal, N. Simon and S. Ettari).	0.50
03/27/13	MA	Prepared for meeting with Kramer. Reviewed related AP work product.	1.50
03/27/13	MA	Met with Cleary, A&M and Kramer to discuss upcoming examiner submission.	2.30
03/28/13	MA	Reviewed all or substantially all analysis prepared by A&M.	1.00
03/28/13	DO	Analyze and critique Senior bondholders draft submission for the Examiner.	1.40
03/28/13	DO	Analyze tax reporting issues raised during meeting by counsel to the senior bondholder group.	0.50
03/28/13	DO	Review draft STN motion.	0.60
03/28/13	MEL	Discussion with A&M (Coles and Sagat) related to sale of GMAC Bank.	1.00
Total Hours			77.60



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Invoice # 2048109-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	1.10	960.00	1,056.00
Denis O'Connor	3.50	960.00	3,360.00
Brian P Jenkins	0.80	645.00	516.00
Marc E Landy	5.10	695.00	3,544.50
Mercedes Arango	25.10	695.00	17,444.50
Todd Toaso	38.60	475.00	18,335.00
Scott Tandberg	1.30	525.00	682.50
Michael S Eisenberg	2.10	360.00	756.00
Total Hours & Fees	77.60		45,694.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
03/01/13	TMT	Review of Prof Bradford Cornell's expert report on ResCap's representation and warranty liability	2.40
03/01/13	TMT	Analysis of representation and warranty liability from based on Prof Bradford Cornell's methodology	3.60
03/01/13	DO	Analyze insolvency adjustment for the Bank Deconsolidations Rep & Warranty/MSR Hedging risk transfer from Ally Bank to ResCap.	0.80
03/01/13	DO	Analyze roll-forwards of base insolvency adjustments	1.20
03/01/13	DO	Review supporting calculations for Bank Deconsolidation "unique" liability for Rep & Warranty & MSR Hedge	0.50
03/01/13	CB	Analysis of Debt Discount Analysis re: Solvency	3.40
03/01/13	CB	Analysis of potential asset write-downs re: Solvency	2.30
03/01/13	CB	Relativity searches re: Solvency Analysis	2.50
03/01/13	MEL	Make updates to solvency analysis.	3.10
03/01/13	MEL	Conduct Relativity searches in connection with solvency analysis.	1.60
03/01/13	MEL	Review updated solvency analysis.	3.20
03/01/13	AM	Review of Ally Bank financial statements for net asset support	1.10
03/01/13	JLK	Pulled historical financial data from Bloomberg to update bank comparables list	2.30
03/03/13	CB	Document review in Relativity for Solvency Analysis.	1.30
03/03/13	CB	Market research for Solvency Analysis.	2.80
03/03/13	TMT	Analysis of representation and warranty liability based on Prof Bradford Cornell's methodology	2.50
03/04/13	TMT	Allocation of potential representation and warranty liability by vintage	0.60
03/04/13	TMT	Analysis of the number of months since issuance potential representation and warranty liability occur for PLS trusts issued during 2004-2007	3.50
03/04/13	DO	Analyze Bank Deconsolidation transaction and issues related to Rep & Warranty and MSR Hedging activities.	0.40
03/04/13	DO	Review draft submissions for Examiner and supporting	1.40



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Invoice # 2048109-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		financial documents.	
03/04/13	DO	Analyze insolvency issues related to Rep & Warranty liability calculations.	0.60
03/04/13	TMT	Analysis of monoline insurance associated with ResCap's PLS trusts	1.70
03/04/13	DO	Review updated solvency analysis	0.30
03/04/13	CB	Relativity searches related to solvency analysis.	4.50
03/04/13	CB	Analysis of ResCap R&W Liability re: Solvency	2.30
03/04/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.70
03/04/13	JLK	Updated bank list with historical comp multiples	1.40
03/04/13	MEL	Analyze Ally Bank rollforward in context of solvency.	3.00
03/05/13	MEL	Update solvency analysis with respect to liabilities	3.10
03/05/13	MEL	Update solvency analysis with respect to assets.	2.70
03/05/13	MEL	Update solvency analysis with respect to GMAC Bank	2.60
03/05/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.10
03/05/13	CB	Review of GMAC Bank in conjunction with Solvency Analysis.	3.60
03/05/13	CB	Relativity searches re: Solvency Analysis	2.40
03/05/13	DO	Review ResCap sale of asset analyses requested by counsel	0.20
03/05/13	DO	Review and cross check financial references of memorandum for the Examiner.	0.60
03/05/13	DO	Analyze updated Rep & Warranty calculations for modifications to key assumptions including severity; loss "buckets"; put-back allocation percentage and litigation cost estimates.	0.60
03/05/13	DO	Review solvency issues regarding Bank Deconsolidation	0.20
03/05/13	DO	Review expert reports on Rep & Warranty issues provided by counsel.	0.80
03/05/13	MA	Prepared draft solvency analysis.	2.60
03/05/13	DO	Review solvency roll-forward adjustments.	0.60
03/05/13	TMT	Drafting of report language supporting potential adjustments to ResCap's liabilities	0.70



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Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
03/05/13	TMT	Drafting of footnotes related to hypothetical balance sheets	1.80
03/05/13	TMT	Drafting of report language supporting potential adjustments to ResCap's assets	2.40
03/05/13	TMT	Review of documents produced supporting representation and warranty reserves	3.40
03/05/13	TMT	Analysis of ResCap private label security trust issuance amounts from each issuing entity	2.40
03/05/13	TMT	Drafting of report language supporting potential adjustments to ResCap's equity in Ally Bank	1.30
03/06/13	TMT	Reconciliation of amounts analyzed in Citi analyst report to ResCap net assets	2.70
03/06/13	TMT	Analysis of GSE representation and warranty repurchases	2.70
03/06/13	TMT	Analysis of Ally Bank allowance amounts held on ResCap's balance sheet	1.40
03/06/13	TMT	Perform calculation of ResCap net assets	3.40
03/06/13	TMT	Analysis of PLS representation and warranty repurchases	2.40
03/06/13	DO	Analysis of deconsolidating Ally Bank from solvency analysis.	0.60
03/06/13	DO	Track mortgage asset adjustments through insolvencies for consistency and variances to actuals.	0.60
03/06/13	DO	Analyze insolvency balance sheet adjustments relating to Ally Bank and Securitizations and consolidating entries.	1.40
03/06/13	DO	Analyze Citi Corp Bond Research reports covering ResCap's publicly traded debt to assess "haircuts" proposed by the analyst community to ResCap's mortgage related assets.	0.60
03/06/13	DO	Review issues with deconsolidating Ally Bank from insolvency analysis.	0.80
03/06/13	MA	Review updated workplan re: solvency analysis	2.00
03/06/13	DO	Review updated deck for edits, changes and corrected consolidation adjustments.	0.80
03/06/13	DO	Review updated insolvency deck for comments provided by counsel.	1.30
03/06/13	CB	Document review in Relativity for Solvency Analysis	3.70



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
03/06/13	MA	Review solvency analysis	2.30
03/06/13	MA	Conducted GMAC Bank research for solvency analysis.	1.50
03/06/13	CB	Market research for Solvency Analysis.	3.50
03/06/13	MEL	Revise solvency analysis.	5.20
03/06/13	DS	Research on treatment of minority interest in solvency analyses	3.20
03/06/13	DS	Research of bond trading pricing data via alternate outlets re: solvency	2.90
03/07/13	DS	Review of investigations workplan for Solvency Analyses	2.20
03/07/13	DS	Working session to address KL comments to Solvency Analysis including O'Connor, Muzzin, Landy, Toaso, Arango (AP)	1.30
03/07/13	DS	Prepare docs related to solvency analysis	1.30
03/07/13	CB	Analysis of potential asset write-downs re: Solvency	1.90
03/07/13	MEL	Call with Kramer Levin (Simon, et al.) regarding updated solvency analysis	1.10
03/07/13	AM	Preparation for Solvency meeting with KL (Simon, et al)	0.30
03/07/13	AM	Update sections of AP solvency analysis.	4.20
03/07/13	AM	Conference call with Kramer Levin and O'Connor, Landy, Arango, Toaso, and Strouse to discuss solvency analysis	1.30
03/07/13	AM	Working session regarding comments and questions raised by counsel regarding solvency analysis.	0.70
03/07/13	DS	Preparation for Solvency meeting with KL (Simon, et al)	0.30
03/07/13	DS	Conference call with Kramer Levin (Simon, et al.) regarding insolvency analysis.	1.10
03/07/13	DS	Research of historical public debt prices traded on Luxembourg and Frankfurt Stock Exchanges	2.00
03/07/13	MEL	Revise solvency analysis following discussion with KL	3.00
03/07/13	MEL	Preparation for Solvency meeting with KL (Simon, et al)	0.30
03/07/13	CB	Analysis of ResCap R&W Liability re: Solvency	2.40
03/07/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.20
03/07/13	CB	Relativity searches re: Solvency Analysis	2.10



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
03/07/13	MA	Preparation for Solvency meeting with KL (Simon, et al)	0.30
03/07/13	MA	Conducted relativity research on Ally Bank and reviewed related documents.	3.40
03/07/13	MA	Call with Kramer Levin (Simon, et al.) regarding updated solvency analysis	1.10
03/07/13	MA	Discussed next steps on solvency analysis with Kramer (J. Rochon)	1.00
03/07/13	MA	Prepare updates to draft solvency analysis	1.20
03/07/13	DO	Working session regarding matters to cover with counsel on insolvency.	0.30
03/07/13	DO	Review and final quality control checks of insolvency analysis provided to counsel.	1.80
03/07/13	DO	Review Committee update report and attached reports and letters prepared by counsel.	0.20
03/07/13	DO	Call with Kramer Levin (Simon, et al.) regarding updated solvency analysis	1.10
03/07/13	DO	Review final edits to conform insolvency analysis to comments provided by counsel.	0.50
03/07/13	DO	Working session regarding comments and questions raised by counsel regarding solvency analysis.	0.70
03/07/13	TMT	Working session regarding matters to cover with counsel on insolvency.	0.70
03/07/13	TMT	Call with Kramer Levin (Simon, et al.) regarding updated solvency analysis	1.10
03/07/13	TMT	Review of net asset calculation included in draft solvency analysis	1.30
03/07/13	TMT	Preparation for Solvency meeting with KL (Simon, et al)	0.30
03/07/13	TMT	Review of representation and warranty pages of draft solvency analysis	1.80
03/08/13	TMT	Analysis of changes in Case-Shiller Index over time	0.90
03/08/13	TMT	Allocation of potential representation and warranty liability by product type	1.10
03/08/13	HK	Analyze updated solvency analysis.	2.20



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
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Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
03/08/13	HK	Consult with Kramer Levin (Eckstein, Rochon, Simon, et al) regarding solvency analysis issues and issues related to distribution.	0.90
03/08/13	TMT	Meeting at Kramer Levin (Ken Eckstein, Greg Horowitz, Jen Rochon, Craig Siegal) to discuss solvency analysis	1.20
03/08/13	TMT	Construction of graphical representations related to ResCap private label security trust issuance amounts	0.80
03/08/13	TMT	Post-meeting updates to solvency analysis	1.30
03/08/13	DO	Meeting with Kramer attorneys (K. Eckstein, J. Rochon, G. Horowitz, & C. Siegel) to assess insolvency analysis	1.30
03/08/13	DO	Review insolvency files support in preparation for meeting with counsel.	0.80
03/08/13	DO	Follow-up with team members regarding insolvency adjustments discussed with counsel.	0.30
03/08/13	DO	Review submissions provided to Examiner by Committee's professionals.	1.20
03/08/13	MA	Met with Kramer team on 2007 draft solvency analysis (K. Eckstein, D. Mannal, J. Rochon, C. Siegel and S. Ettari).	1.00
03/08/13	CB	Document review and analysis for Solvency Analysis.	3.00
03/08/13	CB	Review and revise AP Solvency Analysis slide deck	1.90
03/08/13	DS	Make revisions to AP solvency analysis	1.40
03/08/13	MEL	Review documents to be included in solvency analysis	2.80
03/08/13	MEL	Prepare for meeting at KL to present solvency analysis.	2.10
03/08/13	MEL	Meeting at Kramer Levin (Eckstein, et al) to discuss solvency analysis.	1.00
03/08/13	JLK	Updated list of market multiples based on valuation date for solvency analysis.	1.30
03/11/13	DS	Prepare documents for meeting with KL	0.60
03/11/13	ST	Review draft solvency analysis presentation.	0.60
03/11/13	CB	Make revisions to AP Solvency Analysis	2.20
03/11/13	CB	Analysis of potential asset write-downs re: Solvency	2.30
03/11/13	MA	Discussed next steps on solvency analysis and possible meeting with A&M and Cleary (with M. Landy and S.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		Ettari).	
03/11/13	MA	Review solvency analysis related to Ally Bank	1.50
03/11/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.60
03/11/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	2.00
03/11/13	MA	Reviewed documents related to pipeline and MSR swap.	2.50
03/11/13	DO	Review Financial Insolvency Analysis.	0.60
03/11/13	DO	Review A&M insolvency analysis to prep for meeting at Kramer with Cleary and A&M.	0.70
03/12/13	DO	Summarize edits to insolvency analysis and discuss with M. Landy and M. Arango.	0.10
03/12/13	DO	Review modifications to insolvency analyses	0.40
03/12/13	DO	Prepare for meeting with Alvarez & Marsal.	0.30
03/12/13	DO	Analyze Bank Deconsolidation and impact to solvency analysis.	0.80
03/12/13	DO	Meeting at Kramer Levin with Cleary attorney's and representatives of Alvarez to review draft insolvency analyses.	1.80
03/12/13	HK	Review modified solvency analysis.	0.50
03/12/13	TMT	Review of changes to Ally Bank adjustment of draft solvency analysis	1.20
03/12/13	MA	Revised draft solvency analysis.	1.50
03/12/13	MA	Met with Kramer (G. Horowitz, J. Rochon, N. Simon, and S. Ettar), Alvarez & Marsal and Cleary on solvency analysis.	1.50
03/12/13	CB	Relativity searches related to solvency analysis.	3.00
03/12/13	CB	Analysis of potential asset write-downs re: Solvency	2.30
03/12/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.80
03/12/13	MEL	Prepare for meeting at KL to discuss solvency analysis.	0.80
03/12/13	MEL	Review updated solvency analysis.	0.70
03/12/13	MEL	Continued work on solvency analysis.	4.20
03/12/13	MEL	Meeting at KL (Simon, et al) with A&M (Cotes, Sagat) and Cleary Gottlieb (Moloney) to discuss solvency.	1.50



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Date	Consultant	Description of Services	Hours
03/13/13	MEL	Updates to forensic investigation 'work plan.	1.60
03/13/13	MEL	Discussion with Alvarez & Marsal (Sagat, et al) re: solvency analysis.	0.70
03/13/13	CB	Review and revise AP Solvency Analysis slide deck	3.20
03/13/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	2.90
03/13/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.10
03/13/13	TMT	Discussion with Alvarez and Marsal regarding solvency analysis	0.70
03/13/13	DO	Review email between Kramer Levin attorneys regarding background and logic to modifications of the insolvency analysis.	0.10
03/13/13	DO	Review updated insolvency analysis.	0.50
03/13/13	DO	Review ResCap insolvency and Ally Bank valuation issues.	0.40
03/13/13	DO	Relativity searches related to solvency analysis.	0.20
03/13/13	DO	Review committee updates and attachments prepared by Kramer Levin attorney (R. Ringer).	0.20
03/13/13	DO	Analyze Citi and Bank of America analysts report to follow-up on issues raised during meeting with Kramer Levin, Cleary and Alvarez & Marsal.	0.80
03/13/13	DO	Analyze roll-forwards for insolvency analyses and underlying supporting schedules.	1.10
03/14/13	DO	Review Committee update and attached reports and pleadings prepared by counsel.	0.20
03/14/13	DO	Analyze insolvency/recovery/valuation issues of a ResCap hypothetical bankruptcy filing at various points in time.	1.10
03/14/13	DO	Analyze springing solvency issues and outline positions of insolvency during springing solvency time period.	0.70
03/14/13	DO	Review 2008 Goldman reports prepared for ResCap regarding alternatives and map bankruptcy impacts to insolvency roll forward.	0.80
03/14/13	TMT	Review of draft solvency analysis	0.50
03/14/13	CB	Analysis of potential asset write-downs re: Solvency	2.30



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Date	Consultant	Description of Services	Hours
03/14/13	MA	Conducted relativity research on open items on GMAC Bank.	1.40
03/14/13	CB	Analysis of ResCap R&W Liability re: Solvency	2.20
03/14/13	CB	Relativity searches and review of discovery documents related to solvency analysis.	4.30
03/15/13	CB	Perform quality checks of AP solvency analysis	2.00
03/15/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	3.00
03/15/13	CB	Analysis of Debt Discount Analysis re: Solvency	3.10
03/15/13	DO	Review insolvency adjustment issues	0.40
03/15/13	DO	Analyze preferred member interest accounting and substantive economic arrangement for insolvency analysis.	0.80
03/15/13	DO	Review Committee Update prepared by Counsel and attached pleadings and reports.	0.30
03/15/13	DO	Analyze observable market indicators of ResCap publicly traded unsecured notes and book equity value.	0.50
03/15/13	DO	Review final insolvency analysis provided to Examiner.	0.50
03/15/13	DO	Analyze roll-forward insolvency components.	0.80
03/15/13	DO	Analyze rep & warranty adjustments within insolvency analysis.	0.70
03/15/13	DO	Analyze ResCap Asset adjustments prepared by Goldman Sachs.	0.80
03/18/13	TMT	Preparation of solvency analysis	2.40
03/18/13	CB	Analysis of potential asset write-downs re: Solvency	3.50
03/18/13	CB	Relativity searches and discovery document review related to solvency analysis	3.00
03/18/13	CB	Analysis of Debt Discount Analysis re: Solvency	1.80
03/18/13	BPJ	Review of narrative explanations within AP solvency analysis	3.20
03/18/13	BPJ	Perform analysis of ResCap insolvency	3.60
03/18/13	BPJ	Review of updated solvency analysis.	2.40
03/19/13	BPJ	Review of narrative explanations withing AP solvency analysis	4.10



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Date	Consultant	Description of Services	Hours
03/19/13	BPJ	Review of solvency analysis.	3.10
03/19/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	2.60
03/19/13	CB	Analysis of ResCap R&W Liability re: Solvency	2.70
03/19/13	CB	Relativity searches related to solvency analysis.	2.30
03/19/13	MA	Conducted relativity research for solvency analysis and reviewed related documents.	3.50
03/19/13	MA	Reviewed documents provided by Kramer. Conducted related relativity searches and prepared summary of findings.	1.80
03/19/13	TMT	Preparation of solvency analysis	2.80
03/19/13	DO	Review committee update prepared by counsel and related attached pleadings and reports.	0.20
03/20/13	DO	Review internal strategic report on liquidity, capital, liquidation scenarios re: solvency	0.80
03/20/13	TMT	Preparation of solvency analysis	3.50
03/20/13	CB	Analysis of potential asset write-downs re: Solvency	1.80
03/20/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.40
03/20/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	2.30
03/20/13	CB	Analysis of ResCap R&W Liability re: Solvency	2.10
03/20/13	BPJ	Perform analysis of ResCap insolvency	3.20
03/20/13	BPJ	Perform quality checks of AP solvency analysis	2.80
03/20/13	DS	Source certain tables/ slides from Solvency analysis.	0.80
03/21/13	BPJ	Perform quality checks of AP solvency analysis	4.20
03/21/13	CB	Analysis of Debt Discount Analysis re: Solvency	2.20
03/21/13	CB	Analysis of potential asset write-downs re: Solvency	3.30
03/21/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	1.90
03/21/13	MA	Create workplan re: relativity searches for solvency analysis	1.00
03/21/13	DO	Review Committee Updates and attached pleadings and reports prepared by Kramer Levin	0.30



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Date	Consultant	Description of Services	Hours
03/21/13	DO	Analyze comparable market analyses issues for insolvency reporting	0.40
03/21/13	DO	Analyze solvency issues raised in the Goldman Sachs Reports prepared for Res Cap	0.70
03/22/13	DO	Review critical factors (e.g. market trading volume, market data provided by Res Cap, Parent Support communications, etc) impacting comparable market metrics	0.60
03/22/13	DO	Analyze ResCap Asset Liquidation report and compare to comparable analysis used in AP Insolvency Analysis	0.50
03/22/13	DO	Review A+M deck on bank TNW and NBV multiples.	0.70
03/22/13	DO	Evaluate updated bank deconsolidation valuations.	0.20
03/22/13	DO	Prepare for conference call with Kramer Levin and Alix team regarding bank deconsolidation valuation issues.	0.40
03/22/13	DO	Conference call with Kramer Levin and Alix team regarding bank deconsolidation valuation issues.	0.70
03/22/13	MA	Conducted additional research on relativity for documents for solvency analysis.	2.70
03/22/13	MA	Discussed GMAC Bank analysis with Kramer (D. Mannal, J. Rochon, N. Simon and S. Ettari)	0.60
03/22/13	MA	Discussed bank analysis and Cleary/A&M analysis with S. Ettari (KL).	1.20
03/22/13	MA	Reviewed documents and analysis related to GMAC Bank to prep for call with Kramer.	1.60
03/22/13	BPJ	Quality check of numbers within AP solvency analysis	2.60
03/22/13	MEL	Prepare for call with KL (Mannal et al) re: Ally Bank transfer.	1.00
03/22/13	MEL	Participate in call with KL (Mannal et al) re: Ally Bank transfer.	0.50
03/25/13	MEL	Review status of analysis related to sale of GMAC Bank.	1.50
03/25/13	BPJ	Quality check of numbers within AP solvency analysis	3.60
03/25/13	JLK	Updated guideline analysis with tangible book equity value multiples	3.40
03/25/13	MA	Prepare bank roll forward analysis.	2.70



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Date	Consultant	Description of Services	Hours
03/25/13	MA	Analyze insolvency issues for ResCap at various points in time.	0.90
03/25/13	MJB	Perform valuation analysis of ResCap	0.40
03/25/13	MJB	Follow-up with D. O'Connor regarding Bank Deconsolidation valuation issues.	0.20
03/25/13	DO	Follow-up with M. Brown regarding Bank Deconsolidation valuation issues.	0.20
03/25/13	DO	Assess impact of changes to damage roll-forward analyses of TNBV vs. NBV and Ally Bank capital transactions with ResCap.	0.70
03/25/13	DO	Meeting with M. Arango and W. Callender to access valuation issues surrounding Tangible Book Value vs. Book Value for comps utilized in our valuation model.	0.50
03/25/13	DO	Review status of valuation issues surrounding the Bank Deconsolidation.	0.70
03/25/13	DO	Analyze Tangible Net Book Value metrics for GMAC Book vs. Net Book metrics to assess amount and reasons for valuation differences relating to the Bank Deconsolidation analysis.	0.70
03/25/13	DO	Analyze Goldin's Fairness Opinion Support in connection with supporting Bank Deconsolidation valuation approach.	0.60
03/25/13	DO	Review Bank Deconsolidation damage issues.	0.50
03/25/13	DO	Review cases and articles supporting re-characterization of Ally Bank infusions to ResCap for Bank Deconsolidation.	0.80
03/25/13	MA	Review status of bank comparable analysis.	0.60
03/25/13	MA	Researched comparable banks for roll forward analysis.	1.60
03/25/13	MA	Discussed GMAC Bank analysis with D. O'Connor and W. Callender.	0.50
03/26/13	MA	Revised GMAC Bank roll-forward analysis.	2.90
03/26/13	DO	Review cases and articles provided by counsel relating to insolvency and reasonably equivalent value with regard to GMAC contributions of debt in exchange for IB Finance units and impact on draft damage calculations.	0.80
03/26/13	DO	Analyze Fairness Opinion support utilized by ResCap in	0.70



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Date	Consultant	Description of Services	Hours
		completing the Bank Deconsolidation transaction.	
03/26/13	DO	Review Bank roll-forward deck updated for counsel and provide comments to team members.	0.60
03/26/13	DO	Analyze financial metrics of IB Finance mortgage vs. car operations to assess valuation issues of Bank Deconsolidation.	0.70
03/26/13	DO	Summarize facts relating to valuation approach for IB Bank Deconsolidation analysis (Tangible BV vs. Book Value).	0.60
03/26/13	TMT	Analysis of publicly traded debt outstanding	2.60
03/26/13	TMT	Preparation of solvency analysis	2.20
03/26/13	MA	Prepared draft presentation for Kramer on GMAC Bank analysis.	1.90
03/26/13	MA	Review comparable analysis and conduct additional research on tangible book value multiples.	1.40
03/26/13	MA	Review GMAC Bank analysis	0.80
03/26/13	MEL	Review updated bank rollforward.	1.50
03/27/13	MEL	Meeting at KL (Mannal, et al) to with Cleary/Alvarez (Moloney, Coles, et al) to discuss GMAC Bank transactions	3.70
03/27/13	TMT	Preparation of solvency analysis	2.90
03/27/13	TMT	Analysis of debt discount in connection with solvency analysis	4.50
03/27/13	TMT	Analysis of publicly traded debt outstanding	4.10
03/27/13	DO	Analyze Senior Bondholders submission to the Examiner.	1.10
03/27/13	DO	Review financial statistics of "Mortgage" division vs "car" division of IB Finance.	0.40
03/27/13	DO	Review cases and articles provided by counsel relating to "reasonably" equivalent value" and impact on Bank Deconsolidation transactions.	0.60
03/27/13	DO	Participate in meeting with Senior Bondholder rep's from Cleary Gottlieb; Alvarez and Marsal; and Paulson Co. with Committee counsel Kramer Levin regarding submissions to the Examiner.	2.40
03/27/13	DO	Analyze documents relating to M.M.L.P., MSR swap and Pipeline Swap to assess value/liability gain/assumption by	0.70



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Date	Consultant	Description of Services	Hours
		Ally/ResCap pre-meeting with Kramer Levin.	
03/27/13	DO	Analyze intangible components of comparable companies used for Bank Deconsolidation analysis.	0.50
03/27/13	DO	Prepare for meeting with counsel (Clearly Gottlieb) and financial advisors (Alvarez & Marsal) of Senior Debt holders with Committee counsel (Kramer Levin).	0.40
03/27/13	MA	Researched bank comparables and responded to questions posed by A&M.	2.70
03/27/13	MA	Prepared segment analysis information for meeting with Kramer.	1.80
03/27/13	MA	Review updated GMAC Bank analysis.	0.70
03/28/13	MA	Discussed GMAC Bank analysis and AOSA analysis with A&M	1.00
03/28/13	DO	Follow-up on call with A&M regarding Call Reports and Bank Deconsolidation issues.	0.40
03/28/13	DO	Conference call with rep's from A&M, regarding draft presentation to the Examiner.	0.80
03/28/13	TMT	Analysis of debt discount in connection with solvency analysis	4.20
03/28/13	TMT	Analysis of ResCap FMV of equity	2.40
03/28/13	TMT	Preparation of solvency analysis	1.20
03/29/13	DO	Review bank reporting of intangibles to assess valuation multiples for Bank Deconsolidation damage calculations.	0.80
03/29/13	DO	Finalize review of reports provided by counsel and financial advisors to senior bondholders for review with the Examiner.	0.40
03/29/13	DO	Assess strategic alternatives report by Goldman Sachs in terms of assessing f.m.v. insolvency adjustments	0.70
03/29/13	DO	Analyze mark-to-market analyses and map to public reporting and insolvency documents.	0.70
03/29/13	CB	Relativity searches and review of discovery documents related to solvency analysis.	1.20
03/29/13	CB	Analysis of comparable companies and market value of equity multiples re: Solvency	2.30



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Date	Consultant	Description of Services	Hours
03/31/13	TMT	Analysis of debt discount in connection with solvency analysis	0.80
Total Hours			455.80



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Fee Recap:

Consultant	Hours	Rate	Amount
Harvey Kelly	3.60	960.00	3,456.00
Denis O'Connor	61.60	960.00	59,136.00
Brian P Jenkins	32.80	645.00	21,156.00
Marc E Landy	52.50	695.00	36,487.50
Mercedes Arango	57.30	695.00	39,823.50
Marc J Brown	0.60	745.00	447.00
Todd Toaso	85.40	475.00	40,565.00
Christopher Brown	128.30	475.00	60,942.50
Tony Muzzin	7.60	475.00	3,610.00
Scott Tandberg	0.60	525.00	315.00
Jarod L Kimble	8.40	475.00	3,990.00
Davin Strouse	17.10	280.00	4,788.00
Total Hours & Fees	455.80		274,716.50



Residential Capital, LLC
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Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/01/13	SC	Search and review documents related to the GMAC factoring facility	3.80
03/01/13	SC	Search and review GMAC factoring facility related documents.	4.20
03/01/13	SMA	Review of related party facility agreements	1.40
03/04/13	SC	Updated GMAC Factoring related-party transaction deck	2.20
03/04/13	SC	Researched and reviewed documents related to GMAC MSR facility.	3.60
03/04/13	SC	Researched and reviewed documents on excess servicing rights.	2.20
03/04/13	AM	Review of accounting guidance relating to related party transactions.	0.70
03/05/13	AM	Review resort finance sale transaction regarding post sale asset performance.	1.10
03/05/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	1.00
03/05/13	SMA	Review of related party Ally Revolver transaction chronology	3.90
03/05/13	SC	Research and review documents related to Cerberus Excess Servicing Rights.	3.60
03/05/13	MA	Reviewed documents and draft investigations deck related to the Factoring Facility. Reviewed supporting documentation and revised presentation.	3.80
03/05/13	MA	Reviewed documents related to Resort Finance sale.	0.40
03/05/13	SC	Continue to research and review documents related to Cerberus Excess Servicing Rights.	4.40
03/05/13	SMA	Review of related party facility term sheets	0.60
03/05/13	SMA	Relativity searches related to Senior secured credit facilities	2.60
03/05/13	SMA	Review workplan related to LOC agreement	0.30
03/06/13	SMA	Additional review of Ally Revolver transaction	0.20
03/06/13	SMA	Review of facility agreements	0.70
03/06/13	SC	Research and review documents related to Cerberus Excess Servicing Rights.	4.20
03/06/13	MA	Worked on factoring facility investigation deck update.	2.70



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Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/06/13	SC	Research on Cerberus excess servicing rights	3.80
03/06/13	BPJ	Review of GMAC factoring facility transaction.	0.80
03/06/13	SEK	Conducted Relativity searches relating to LOC/ Revolver transactions	4.00
03/06/13	BPJ	Review of additional documents in Relativity production related to pre-petition related party asset sales.	6.20
03/07/13	SEK	Conducted Relativity searches relating to LOC/revolver transactions	1.00
03/07/13	BPJ	Update of Cerberus Model Home sale review.	2.40
03/07/13	BPJ	Review of additional documents in Relativity production related to pre-petition related party asset sales.	4.60
03/07/13	AM	Review of debt exchange documents created from exchange offer.	1.40
03/07/13	SMA	Review and provide comments to Revolver analysis presentation.	1.70
03/07/13	SEK	Updated presentations relating to LOC/ Revolver transactions	4.00
03/07/13	SC	Search and review documents related to Cerberus Excess Servicing Rights	4.10
03/07/13	SC	Update Cerberus Excess Servicing Rights deck.	3.90
03/07/13	SMA	Review and updates to Ally Revolver presentation	0.40
03/07/13	SMA	Review status of senior secured debt facilities analysis	0.60
03/08/13	SC	Search and review documents related to Resort Finance and update deck	3.70
03/08/13	SC	Search and review documents related to Resort Finance and update deck	4.30
03/08/13	MA	Reviewed draft excess servicing rights deck and supporting document.	3.50
03/08/13	SEK	Updated presentations relating to revolver transactions	4.00
03/08/13	BPJ	Review of additional documents in Relativity production related to pre-petition related party asset sales.	3.70
03/08/13	SEK	Conducted Relativity searches relating to model homes transaction	2.00
03/08/13	BPJ	Update of Cerberus Model Home sale review.	3.40



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Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/11/13	SEK	Reviewed documents relating to ResMor transaction	2.00
03/11/13	BPJ	Update of Cerberus Model Home sale review.	3.10
03/11/13	SEK	Conducted Relativity searches relating to ResMor transaction	4.00
03/11/13	BPJ	Review of additional documents in Relativity production related to pre-petition related party asset sales.	5.80
03/11/13	SMA	Review of Resmor presentation	3.40
03/11/13	SEK	Conducted Relativity searches relating to model homes transaction	3.00
03/11/13	MA	Discussed status update on various pre-petition transaction decks with investigations team.	0.40
03/11/13	MA	Reviewed additional documents related to excess servicing rights deck and revised document.	2.50
03/11/13	SC	Update Resort Finance transaction deck	4.20
03/11/13	SC	Research and review documents on Resort Finance.	3.80
03/11/13	SMA	Review of Resmor related-party transaction open items.	0.20
03/11/13	SMA	Review of revolver strategy presentation.	1.30
03/11/13	SMA	Review of report to Rescap BoD regarding the Resmor acquisition.	1.70
03/12/13	SMA	Review of EY due diligence report as it related to related party transactions	0.40
03/12/13	SMA	Review of Resmor acquisition documentation	2.60
03/12/13	SC	Research on MSR facility	4.30
03/12/13	SC	Update Resort Finance deck.	3.70
03/12/13	SMA	Review of emails related to daily cash calls.	0.30
03/12/13	SMA	Review of status of Resmor related-party transaction updates	0.30
03/12/13	SMA	Updates to Resmor related party transaction chronology	1.10
03/12/13	MA	Reviewed draft Resort Finance investigations deck.	1.00
03/12/13	MA	Reviewed draft model home transaction deck and supporting documentation.	1.00
03/12/13	SEK	Reviewed documents relating to ResMor transaction	2.50
03/12/13	SEK	Compiled chronology relating to ResMor transaction	3.00
03/12/13	SMA	Analysis of Cerberus Co-investment opportunities	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
		memorandum	
03/12/13	BPJ	Review of additional documents in Relativity production related to pre-petition related party asset sales.	3.80
03/12/13	BPJ	Update of Cerberus Model Home sale review.	3.40
03/13/13	SEK	Conducted Relativity searches relating to ResMor transaction	3.00
03/13/13	BPJ	Update of Cerberus Model Home transaction deck.	0.60
03/13/13	SMA	Relativity searches for Resmor open items	0.80
03/13/13	SMA	Updates to Resmor related party transaction chronology	1.40
03/13/13	SEK	Reviewed documents relating to ResMor transaction	1.20
03/13/13	MA	Reviewed documents related to MSR facility.	1.70
03/13/13	MA	Reviewed and revised updated Resort Finance Transaction deck.	3.20
03/13/13	MA	Reviewed and revised draft Model Home Sale Transaction deck.	1.80
03/13/13	SMA	Updates to Resmor related party transaction analysis	1.60
03/13/13	SC	Searched and reviewed documents on MSR facility	3.80
03/13/13	SC	Searched and reviewed documents on MSR facility	4.20
03/14/13	SMA	Discussion with M. Arango and S. Katzman regarding LOC presentation	0.80
03/14/13	SC	Updated MSR facility deck.	3.60
03/14/13	SC	Searched and reviewed documents related to the Fortress sale.	4.40
03/14/13	SMA	Review of GMAC BoD packages	2.10
03/14/13	MA	Revised updated MSR investigations deck.	1.50
03/14/13	MA	Conducted research on MSR facility outstandings and paydowns.	1.40
03/14/13	SEK	Call to discuss LOC presentation w/ S Alter	0.80
03/14/13	MA	Discussed draft LOC investigations deck update with S. Katzman and S. Alter.	0.80
03/14/13	SMA	Relativity searches for Resmor documents	1.90
03/14/13	SMA	Review of Morrison Forrester Report	0.20
03/14/13	SMA	Review of Resmor term sheets.	1.30



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/14/13	SEK	Compiled chronology relating to ResMor transaction	3.40
03/14/13	SEK	Revised Revolver presentation	2.00
03/14/13	SEK	Conducted Relativity searches relating to ResMor transaction	1.70
03/15/13	SEK	Discuss revolver presentation with M. Arango and S. Alter	0.50
03/15/13	SEK	Revised presentation relating to ResMor transaction	4.00
03/15/13	SMA	Relativity searches for Resmor open items	4.20
03/15/13	SEK	Compiled chronology relating to ResMor transaction	2.00
03/15/13	SMA	Discussion with M. Arango and S. Katzman regarding edits to Revolver presentation	0.50
03/15/13	SMA	Review of updates to Resmor presentation	0.20
03/15/13	MA	Discussed revisions to revolver deck with S. Alter and S. Katzman. Reviewed draft deck.	1.00
03/15/13	SC	Researched and reviewed documents for Fortress sale	3.50
03/15/13	SC	Searched and reviewed documents related to the Fortress sale	4.50
03/15/13	SMA	Review of Resmor transaction correspondence	0.80
03/15/13	SMA	Review of fairness opinion books	1.70
03/15/13	SMA	Updates to LOC presentation	0.30
03/15/13	SMA	Updates to Revolver presentation.	0.30
03/18/13	SEK	Revised presentation relating to ResMor transaction	1.20
03/18/13	SC	Updated Fortress related party transaction deck	3.80
03/18/13	SC	Searched and reviewed documents related to Fortress Sale.	4.20
03/18/13	SMA	Review of Rescap BoD minutes	0.70
03/18/13	SMA	Review of emails regarding daily cash call materials.	0.20
03/18/13	SMA	Relativity searches for correspondence related to Resmor sale	3.40
03/18/13	SMA	Review of docs related to Resmor funding issues.	1.60
03/18/13	SMA	Review of significant transaction memo.	0.40
03/18/13	SMA	Review status of Resmor Trust related-party transaction analysis	0.30
03/18/13	SMA	Review of Resmor related party transaction chronology	1.80



Residential Capital, LLC
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Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/19/13	SMA	Relativity searches for fairness opinions re: related-party transactions.	2.10
03/19/13	SMA	Relativity searches related to Resmor related-party transaction analysis.	0.40
03/19/13	SMA	Review of Sandler O'Neill presentation	0.90
03/19/13	SMA	Review status of Resmor related party transaction	0.20
03/19/13	SMA	Review of correspondence between Marano and Conway regarding Resmor.	0.30
03/19/13	SC	Revised Fortress sale deck	3.20
03/19/13	SC	Searched and reviewed documents related to US broker dealer sale.	4.80
03/19/13	MA	Reviewed and revised updated investigation deck on the sale of the European platform to Fortress.	1.50
03/19/13	MA	Discussed status of various work streams with investigations team.	0.70
03/19/13	SEK	Compiled chronology relating to ResMor transaction	0.50
03/20/13	SEK	Revised presentation relating to ResMor transaction	0.40
03/20/13	SC	Searched and reviewed documents related to the US broker-dealer sale and UK Holdings Co.	3.80
03/20/13	MA	Reviewed updated revolver and LOC investigations decks.	1.80
03/20/13	SC	Searched and reviewed documents related to the US broker-dealer sale and UK Holdings Co.	4.20
03/20/13	SMA	Review of Gmac BoD packages	1.10
03/20/13	SMA	Review of drafts of purchase agreements	0.80
03/20/13	SMA	Review of Resmor business updates.	2.60
03/20/13	SMA	Search for documents related to Manulife bid for Resmor	0.90
03/20/13	SMA	Review of email correspondence related to Resmor asset valuation	0.30
03/21/13	SMA	Updates to Resmor presentation	2.40
03/21/13	SMA	Relativity searches for documents related to Resmor sale	4.30
03/21/13	SMA	Review of MIAC presentation	0.30
03/21/13	SMA	Review of Goldin fairness opinions re: Related Party Transactions	1.30



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Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/21/13	SMA	Relativity searches in new productions related to ResMor Trust transaction	0.60
03/21/13	SC	Searched and reviewed documents related to Healthcare Finance sale	4.90
03/21/13	SC	Updated Broker-Dealer sale deck.	3.10
03/21/13	MA	Reviewed draft broker dealer investigations deck	1.70
03/21/13	MA	Reviewed documents related to draft broker dealer investigations deck and revised draft presentation.	2.80
03/22/13	SC	Searched and reviewed documents related to ResCap sale to GMAC in 2009	4.20
03/22/13	SMA	Relativity searches for Resmor transaction documents	3.20
03/22/13	SMA	Updates to Resmor presentation	0.60
03/22/13	SMA	Relativity searches related to Resmor related-party transaction	2.90
03/22/13	SMA	Updates to Resmor related-party transaction deck	1.40
03/22/13	BPJ	Review of Pentalpha production.	1.20
03/25/13	SMA	Review of Resmor related party transaction presentation	1.80
03/25/13	SMA	Updates to Resmor related-party transaction chronology	1.60
03/25/13	SMA	Review of Ally's Canadian mortgage operations presentation	0.40
03/25/13	SMA	Review of Summary of Resmor trust business plan	0.30
03/25/13	SEK	Revised presentation relating to ResMor transaction	2.00
03/26/13	SMA	Review of Loan origination business presentation	0.90
03/26/13	SMA	Review of OSFI updates	0.20
03/26/13	SMA	Review of Goldin financial models	1.40
03/26/13	SMA	Review of operations risk management monthly report	0.30
03/26/13	SMA	Review of Ally Bank BoD minutes	1.90
03/27/13	SMA	Relativity searches related to Gmac Sale of Resmor Trust	2.60
03/27/13	SMA	Updates to Resmor chronology	2.90
03/27/13	SMA	Review status of Resmor Trust Transaction deck	0.40
03/27/13	SMA	Relativity searches related to impaired assets	1.80
03/27/13	SC	Relativity search and document review related to Health Capital sale to GMAC.	3.80



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Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
03/27/13	SC	Relativity research and document review on Health Capital sale to GMAC	4.20
03/27/13	SMA	Review investigations workplan re: related-party transactions	0.30
03/28/13	SC	Relativity research and document review on Health Capital sale to GMAC, and update of the deck.	2.80
03/28/13	SC	Relativity research and document review on Health Capital sale to GMAC	3.20
03/28/13	SMA	Discussion with S. Katzman regarding sale of Resmor to Mcap	0.30
03/28/13	SEK	Revised presentation relating to ResMor transaction	0.50
03/29/13	SC	Updated reporting deck on Health Capital Group.	4.00
03/29/13	MA	Reviewed updated Health Capital investigations deck.	1.00
Total Hours			368.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-12

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	94.30	645.00	60,823.50
Brian P Jenkins	39.00	645.00	25,155.00
Mercedes Arango	36.20	695.00	25,159.00
Sunny Chu	142.20	475.00	67,545.00
Tony Muzzin	3.20	475.00	1,520.00
Sarah E Katzman	53.70	325.00	17,452.50
Total Hours & Fees	368.60		197,655.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
03/01/13	JN	Perform updated searches based on new terms, per the request of Samantha Ford at Kramer Levin.	1.60
03/02/13	JN	Perform updated searches based on new terms, per the request of Samantha Ford at Kramer Levin.	1.40
03/04/13	JN	Batching search results based on new search terms, per the request of Samantha Ford at Kramer Levin.	1.30
03/07/13	JN	Provide privilege logs from Chadbourne depository to Samantha Ford at Kramer Levin.	0.20
03/11/13	SXC	Compile reviewed reports with pages count and tag breakdown.	2.80
03/14/13	MC	Conferences, teleconferences and emails with K. Levin team (N. Simon et al) and re: responding to K&E demands for certification of compliance with certain requests.	3.30
03/14/13	CBB	Attend call with M. Cohen regarding replacement productions and conduct review of productions.	1.20
03/15/13	MC	Teleconferences and emails with K. Levin team (N. Simon et al) re: certification of compliance with certain requests.	1.50
03/18/13	JN	Test and refine search terms at the request of Anne Stackpoole at Kramer Levin.	2.20
03/19/13	SXC	Manual searches and analysis to locate the Kramer Levin's request regarding pdf export docs.	2.80
03/19/13	JN	Test and refine search terms at the request of Anne Stackpoole at Kramer Levin.	1.00
03/20/13	JN	Prepare report of coding panel per the request of Anne Stackpoole at Kramer Levin.	0.80
03/21/13	JN	Test and refine search terms at the request of Anne Stackpoole at Kramer Levin.	1.40
03/21/13	JN	Test and refine search terms at the request of Sam Ford at Kramer Levin	3.20
03/22/13	JN	Batching search results based on new search terms, per the request of Samantha Ford at Kramer Levin.	1.30
03/22/13	JN	Prepare document export at the request of Anne Stackpoole at Kramer Levin	3.80
03/25/13	SXC	Request reconciliation and uploading of request per Anne Stackpoole at Kramer Levin.	2.00



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Invoice # 2048109-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
03/29/13	SXC	Respond, reconcile and prepare searches/export for production requests.	4.00
03/31/13	SXC	Making presentation for duplicates analysis of Exam production per Sam Ford (KL)	1.50
Total Hours			37.30



Residential Capital, LLC
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New York, NY 10036

Invoice # 2048109-13

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
Matthew Cohen	4.80	960.00	4,608.00
Cynthia Bateman	1.20	745.00	894.00
John Natividad	18.20	525.00	9,555.00
Sabrina X Chen	13.10	525.00	6,877.50
Total Hours & Fees	37.30		21,934.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-14

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

March			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	479.47	\$400/GB	\$ 191,788.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	1,842.76	\$50/GB	\$ 92,138.00
User Fees (Monthly Charge)	82	\$100/user	\$ 8,200.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 292,126.00

*Note: Hours related to Ediscovery Processing and Hosting were written off due to data usage fees charged by per unit basis in the table above



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
03/01/13	TMT	Review of JSN recovery related to intercompany balances	0.70
03/01/13	BPJ	Update of intercompany review incorporating comments from S. Zide and A. Dove (Kramer).	3.40
03/01/13	BPJ	Update of review of intercompany balances as of petition date.	1.80
03/01/13	BPJ	Review of ResCap public filings with regard to intercompany balances.	0.60
03/01/13	BPJ	Review of JSN recovery scenarios.	2.20
03/01/13	MEL	Review updated intercompany analysis.	2.40
03/01/13	ST	Review updated interco analysis slides.	0.50
03/01/13	DS	Analysis of individual intercompany claims as of petition date	3.90
03/01/13	DS	Make revisions to address comments on Interco analysis from Stephen Zide (KL)	1.80
03/02/13	DS	Make revisions to AP/ KL Intercompany Analysis	1.60
03/02/13	DS	Review workplan related to Intercompany Claims	0.20
03/03/13	BPJ	Update of intercompany review incorporating comments from A. Dove (Kramer).	3.20
03/04/13	DS	Make revisions to AP/KL Intercompany Claims Analysis Deck	3.90
03/04/13	DS	Call with KL (Zide, Dove) re: Intercompany Claims	1.20
03/04/13	BPJ	Call with S. Zide and A. Dove (Kramer) regarding intercompany balances as of petition date.	1.00
03/04/13	BPJ	Review of intercompany claims summary.	4.20
03/04/13	BPJ	Review of Junior Secured Noteholder status.	2.20
03/05/13	DO	Review of intercompany account issues	0.20
03/14/13	BPJ	Identify next steps in intercompany transactions review.	1.20
03/14/13	MEL	Review updated work plan for intercompany analysis.	0.80
03/14/13	ST	Review potential modifications of interco treatment in recovery model with FTL.	1.10
03/15/13	BPJ	Coordination of next steps in intercompany transactions review.	0.80
03/25/13	DS	Relativity searches for discovery documents within new	4.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		productions re: Intercompany Claims/ Debt Forgiveness	
03/25/13	MEL	Conduct Relativity searches related to intercompany forgiveness.	1.20
03/25/13	MEL	Call with Alvarez (Sagat & Coles) related to intercompany forgiveness.	0.40
03/25/13	BPJ	Intercompany follow-up and coordination of next steps.	0.20
03/25/13	BPJ	Query of Relativity production with regards to intercompany balances.	3.40
03/26/13	BPJ	Review of intercompany debt forgiveness.	4.40
03/26/13	BPJ	Review of forgiveness of RFC and GMACM debt.	5.20
03/26/13	BPJ	Intercompany follow-up and coordination of next steps.	0.30
03/26/13	DS	Review of BOD Minutes for information related to forgiveness of debt	1.00
03/26/13	DS	Relativity searches for written consents related to ResCap forgiveness of debt	2.10
03/26/13	MEL	Conduct Relativity searches in connection with related party forgiveness.	2.50
03/26/13	MEL	Review analysis of related party forgiveness.	0.50
03/26/13	DO	Review intercompany debt forgiveness analysis.	0.30
03/26/13	DS	Relativity searches for background information related to intercompany forgiveness of debt	2.10
03/26/13	DS	Relativity searches for written consents related to ResCap forgiveness of debt	2.20
03/26/13	DS	Relativity searches for background information related to intercompany forgiveness of debt	2.10
03/27/13	DS	Review of BOD Minutes for information related to forgiveness of debt	1.20
03/27/13	DS	Relativity searches related to intercompany forgiveness of debt	3.80
03/27/13	DS	Review of meeting with Alvarez, Cleary, and Kramer and review of next steps	0.70
03/27/13	BPJ	Review of A&M All or Substantially All Analysis re: Intercompany Forgiveness	2.20
03/27/13	MEL	Review recently produced documents related to	1.70



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2048109-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		intercompany forgiveness.	
03/27/13	BPJ	Query of Relativity production with regards to certain intercompany debt forgiveness.	3.80
03/27/13	BPJ	Meeting with Cleary at Kramer Levin.	3.50
03/28/13	BPJ	Review of A&M All or Substantially All Analysis re: Intercompany Forgiveness	1.40
03/28/13	BPJ	Query of Relativity production with regards to certain intercompany debt forgiveness.	2.40
03/28/13	DO	Review intercompany analysis prepared by APLLP and compare to intercompany forgiveness set forth in A&M presentation.	0.30
03/29/13	BPJ	Intercompany follow-up and coordination of next steps.	0.80
Total Hours			92.60



Residential Capital, LLC
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Invoice # 2048109-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.80	960.00	768.00
Brian P Jenkins	48.20	645.00	31,089.00
Marc E Landy	9.50	695.00	6,602.50
Todd Toaso	0.70	475.00	332.50
Scott Tandberg	1.60	525.00	840.00
Davin Strouse	31.80	280.00	8,904.00
Total Hours & Fees	92.60		48,536.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/01/13	AM	Review of Hyperion trial balance files for net asset calculation	1.30
03/01/13	AM	Create net asset appendix and include in solvency deck	1.80
03/01/13	AM	Update solvency deck for net asset balances	1.30
03/01/13	AM	Review solvency adjustments for assets	0.40
03/01/13	AM	Create net asset analysis file for solvency analysis	2.40
03/01/13	AM	Compare net asset calculation to assets to be adjusted for solvency analysis	0.90
03/01/13	SMA	Review of Rescap public filings re: forensic investigation	2.80
03/01/13	DS	Analyze potential solvency adjustments	2.30
03/04/13	SMA	Review of GMAC BoD packages	3.20
03/04/13	SMA	Review of Rescap BoD minutes	0.70
03/04/13	SMA	Review of emails related to forensic investigation.	0.30
03/04/13	AM	Search Relativity for analyst reports in new productions	0.80
03/04/13	AM	Review of Ally bank solvency adjustments	1.10
03/04/13	AM	Review of additional Citi analyst reports re: forensic investigation	1.30
03/04/13	AM	Update of net asset calculation and solvency deck slides for allowance detail	1.20
03/05/13	AM	Update of HFI allowance adjustment calculation for securitized and Ally bank allowance amounts	1.60
03/05/13	AM	Update of appendix slides for net asset calculation and market related analysis for solvency deck	1.40
03/05/13	AM	Review of balance sheet adjustments for solvency analysis	2.60
03/05/13	AM	Review and update of AP Solvency Analysis.	3.80
03/05/13	AM	Review of comparable market data for solvency analysis	1.20
03/06/13	SMA	Review of ResCap liquidity schedules as they related to solvency.	0.40
03/06/13	SMA	Review of status summaries regarding Rescap's bank line renewals	1.80
03/06/13	SMA	Review of GMAC BoD packages	1.70
03/06/13	SMA	Searches related to Bond Exchange updates	0.90



Residential Capital, LLC
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Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/06/13	AM	Review of ResCap 10-K for information on securitization trusts	1.10
03/06/13	AM	Review of GMAC bank adjustment for AP Solvency Analysis	0.50
03/06/13	AM	Review of solvency deck and process edits	2.40
03/06/13	AM	QC review of solvency deck	0.80
03/06/13	AM	Update of net asset and adjustment tables for solvency deck	1.20
03/06/13	AM	Review of structure of RMBS securitization trusts re: solvency	0.60
03/06/13	AM	Update of market value and debt discount analysis, incorporate changes to solvency deck	1.40
03/07/13	MEL	Review documents in connection with solvency analysis	1.90
03/07/13	SMA	Review of term sheets	0.80
03/07/13	SMA	Review of JPM/ Citi proposal	0.40
03/07/13	SMA	Review of OMRP presentation	1.10
03/07/13	SMA	Review emails related to forensic investigation	0.20
03/07/13	SMA	Review of Morgan Stanley presentation re: solvency	2.80
03/07/13	SMA	Review of Senior secured facilities chronology	1.30
03/07/13	AM	Review of comments from solvency call and update solvency analysis transaction deck.	1.30
03/08/13	AM	Review of Ally bank comparable ratios, work with J. Kimble to obtain updated data.	1.10
03/08/13	AM	Review of Goldman Sachs analyst report re: solvency analysis	1.80
03/08/13	AM	Review and update AP solvency analysis	1.30
03/08/13	AM	Review of Ally bank solvency adjustments	4.60
03/08/13	SMA	Review of update solvency analysis	0.70
03/08/13	SMA	Review of senior secured facilities presentation	1.60
03/08/13	SMA	Relativity searches related to Project Duvall	1.10
03/08/13	SMA	Review of GMAC consents of the executive committee	0.20
03/08/13	SMA	Review of significant transaction memos	0.30
03/08/13	SMA	Review of public filings	0.70



Residential Capital, LLC
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Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/08/13	SMA	Review of ResCap capital assets	0.20
03/08/13	AM	Update of solvency adjustment for Ally bank with actuals	1.20
03/08/13	DS	Analysis of solvency adjustments	2.20
03/11/13	AM	Work on incorporating asset analyses into consolidated information files	1.40
03/11/13	AM	Work on asset adjustment calculation for solvency analyses.	1.20
03/11/13	AM	Update solvency deck for market related data	1.70
03/11/13	AM	QC of solvency analysis.	2.80
03/11/13	AM	Review of Goldman Sachs report to incorporate into solvency analysis	1.50
03/11/13	MEL	Review and revise solvency analysis.	2.50
03/11/13	DS	Review of analyst reports re: solvency adjustments	1.00
03/11/13	DS	Review relativity documents re: solvency adjustments	1.40
03/11/13	DS	Analyze financial statements and prepare slides for use of mark-to-market discount percentages	3.20
03/11/13	SMA	Review of Debt restructuring discussion materials.	0.70
03/11/13	AM	Review of outstanding debt amounts at various points in time.	1.30
03/12/13	DS	Create charts re: ResCap publicly traded debt	3.20
03/12/13	DS	Analyze potential solvency adjustments	1.90
03/12/13	DS	Compare ResCap P/L and Balance sheets	2.30
03/12/13	SMA	Review of liquidity analysis re: solvency	0.90
03/12/13	AM	Update of balance sheet asset analysis for ResCap solvency.	1.20
03/12/13	AM	Update of solvency analysis for information on market data for debt and equity.	1.40
03/12/13	AM	Review of GMAC bank adjustments for solvency analysis	2.20
03/12/13	AM	Review and revise solvency analysis	1.30
03/12/13	AM	Perform debt discount analysis for solvency.	1.70
03/12/13	AM	Analyze mark-to-market analyses and map to public reporting and insolvency documents.	0.50
03/13/13	MEL	Document review related to solvency analysis.	3.40
03/13/13	DS	Analysis of potential solvency adjustments	4.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/13/13	AM	Review of debt discount calculation for solvency analysis	1.20
03/13/13	AM	Review of outstanding items for solvency analysis	0.80
03/13/13	MEL	Review updated solvency analysis.	1.60
03/13/13	AM	Review of Goldman Sachs analyst report to use in solvency analysis	1.50
03/13/13	AM	Perform quality checks of AP solvency analysis	1.40
03/13/13	AM	Review of GMAC Board minutes for information on Goldman Sachs analysis	0.60
03/14/13	MEL	Review updated solvency analysis	1.80
03/14/13	SMA	Review of Goldin and Citi presentations	2.30
03/14/13	MEL	Document review related to solvency analysis.	2.30
03/14/13	AM	Perform quality check of solvency analysis	1.70
03/14/13	AM	Update AP solvency analysis for new findings	3.30
03/14/13	DS	Research of trading prices related to unsecured notes via Bloomberg, Deutsche Borse, and FINRA.	2.40
03/14/13	DS	Compiled bond prices related to Debt Discount analysis	3.10
03/15/13	DS	Compiled bond prices related to Debt Discount analysis	2.80
03/15/13	DS	Research of trading prices related to unsecured notes via Bloomberg, Deutsche Borse, and FINRA.	2.10
03/15/13	AM	Update of balance sheet input tab support files for solvency analysis	0.80
03/15/13	MEL	Review documents in Relativity in conjunction with solvency analysis.	2.40
03/15/13	MEL	Review status of solvency analysis.	2.60
03/15/13	AM	Update of asset adjustment tables for realized losses re: solvency	0.70
03/15/13	AM	Review of trading prices for debt discount calculation	0.50
03/15/13	AM	Review of debt discount calculation re: solvency	0.60
03/15/13	AM	Update of deck for solvency analysis	1.90
03/15/13	AM	Review of repurchase activity for rep and warranty liability, incorporate into solvency analysis.	1.10
03/15/13	AM	Review of ResCap financial performance, incorporate data into solvency analysis.	1.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/18/13	AM	Perform certification of solvency analysis.	1.60
03/18/13	AM	Review debt discount analysis	0.40
03/18/13	AM	Review of debt discount and fair market value of equity analysis	1.70
03/18/13	AM	Review of ResCap financial performance to use within solvency analysis	1.20
03/18/13	AM	Work on update of solvency analysis presentation deck	2.60
03/18/13	AM	Update asset adjustment analysis for solvency	1.60
03/18/13	MEL	Review solvency analysis presentation.	1.50
03/18/13	MEL	Conduct Relativity searches for documents affecting solvency analysis.	4.50
03/18/13	DS	Analyze solvency adjustments	3.10
03/19/13	DS	Make revisions to Debt Discount analysis	3.20
03/19/13	DS	Analyze solvency adjustments over time.	3.90
03/19/13	AM	Perform quality checks of AP solvency analysis	1.30
03/19/13	AM	Update of solvency analysis based on comments	1.80
03/19/13	AM	Make updates to solvency deck for adjustment of assets	1.40
03/19/13	AM	Critical review of solvency analyses to date.	0.70
03/19/13	AM	Review debt discount calculation	1.50
03/20/13	AM	Review of debt discount analysis	1.20
03/20/13	AM	Perform quality checks of AP solvency analysis	1.40
03/20/13	AM	Review of rep and warranty disclosures from ResCap financial statements.	0.70
03/20/13	AM	Review and update of asset adjustments for solvency analysis and incorporate revisions.	1.90
03/20/13	DS	Make revisions to solvency analysis slide deck	2.30
03/20/13	WW	Perform quality checks of AP solvency analysis	2.30
03/20/13	AM	Prepare updates of solvency deck for market analysis information	1.80
03/20/13	DS	Make revisions to Debt Discount analysis	3.20
03/21/13	DS	Update public debt charts re: Solvency analysis	1.30
03/21/13	WW	Compile data from GMAC Mortgage balance sheets,	1.10



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
		borrowings and other liabilities over time re: solvency analysis	
03/21/13	WW	Compile data from GMAC Mortgage balance sheets, borrowings and other liabilities over time re: solvency analysis	2.10
03/21/13	MEL	Conduct Relativity searches for documents related to solvency analysis.	2.90
03/21/13	DS	Update debt discount analysis re: solvency adjustments	1.50
03/21/13	AM	Update of asset adjustment slides for solvency analysis	2.80
03/21/13	AM	Review and update of debt discount analysis slides for solvency deck	0.90
03/21/13	AM	Review and update of observable market analysis	1.30
03/21/13	DS	Prepare post solvency adjustments analysis	4.90
03/22/13	AM	Review of AP solvency asset adjustments	1.70
03/22/13	DS	Review of solvency adjustments analysis	0.50
03/22/13	AM	Review of most recent version of solvency analysis	0.30
03/25/13	DS	Analysis of ResCap Pubic Debt Discount over time	0.90
03/25/13	DS	Prepare table of contents for Solvency analysis support binder	0.50
03/25/13	DS	Prepare Asset adjustment balance sheets for solvency analyses	2.00
03/25/13	DS	Prepare graphical representations of publicly traded debt discount at various points in time	1.20
03/25/13	DS	Analysis of Pubic Debt Discount	1.50
03/25/13	DS	Make revisions to solvency analysis deck and debt discount calculation	0.60
03/25/13	WW	Review RFC balance sheets, borrowings and other liabilities at various points in time	2.90
03/25/13	WW	Review RFC balance sheets, borrowings and other liabilities at various points in time	2.10
03/25/13	MEL	Review status of solvency analysis.	0.80
03/25/13	MEL	Review status of solvency analysis.	1.60
03/25/13	AM	Review of potential solvency adjustments	2.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
03/25/13	AM	Review of AP investigations workplan	0.30
03/26/13	MEL	Review updated solvency analysis.	1.50
03/27/13	MEL	Review updated solvency analysis.	1.60
03/27/13	DS	Relativity searches related to debt maturity schedules at specific dates for debt discount analysis.	3.00
03/28/13	DS	Revise analysis for debt discount calculation	1.00
03/28/13	MEL	Review status of solvency analysis.	1.50
03/28/13	WW	Research in relativity for analyst review on ResCap asset valuation.	2.60
03/28/13	WW	Research in relativity for analyst review on ResCap repurchase liabilities	1.70
03/28/13	DS	Prepare updates to solvency analysis	3.90
03/28/13	DS	Bloomberg research re: ISIN numbers for ResCap public debt securities	0.40
03/29/13	DS	Analysis of potential solvency adjustments	3.20
03/29/13	WW	Research in relativity for analyst review on private-label securities.	2.70
Total Hours			263.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-16

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Fee Recap:

Consultant	Hours	Rate	Amount
Seth M Alter	27.10	645.00	17,479.50
Marc E Landy	34.40	695.00	23,908.00
Tony Muzzin	110.60	475.00	52,535.00
Wei Wei	17.50	360.00	6,300.00
Davin Strouse	74.00	280.00	20,720.00
Total Hours & Fees	263.60		120,942.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
03/01/13	ST	Review Debtors' CRO success fee comparison analysis.	0.40
03/04/13	ST	Participate on call with T. McDonagh from FTI to discuss wind-down presentation.	0.80
03/04/13	ST	Review Secure 24 proposed data center contract.	0.70
03/04/13	ST	Participate on call with R. Weiss from Mofo, ResCap team, and KL to discuss the ResCap data center transfer and wind-down.	0.40
03/05/13	DS	Update wind-down costs schedules based on debtors 2/28 presentation.	4.10
03/05/13	AH	Meeting with UCC Sub-Committee, S. Zide (Kramer Levin) and Debtors' wind-down management team to review roles and workplan	3.20
03/05/13	BPJ	Review of wind-down cost allocation.	1.60
03/06/13	ST	Review and summarize the Secure-24 data center service transfer proposal for KL.	0.80
03/07/13	MSE	Review wind-down workplan.	0.40
03/07/13	ST	Participate on call with T. McDonagh from FTI to discuss the wind-down presentation.	0.40
03/08/13	MSE	Analyze facilities rejection motions related to office leases and property.	1.70
03/08/13	ST	Participate on call with B. Nolan from FTI to discuss revisions to wind-down plan meeting.	0.40
03/11/13	MSE	Prepare analysis related to office facilities lease rejections.	0.60
03/11/13	ST	Review lease assumption and rejection motions.	0.80
03/12/13	ST	Participate on call with T. McDonagh to discuss wind down presentation to UCC.	0.50
03/13/13	ST	Research question from J. Shifer at KL regarding facility plan.	0.80
03/14/13	ST	Participate on call with S. Hasan from Moelis to discuss wind-down of GNMA pipeline.	0.80
03/14/13	MSE	Review wind down budget estimates.	1.30
03/14/13	ST	Participate on call with B. Nolan and T. McDonagh from FTI to discuss consistency between wind-down budget and waterfall model.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
03/19/13	MSE	Review context of updated UCC Estate Management Plan presentation.	1.40
03/19/13	ST	Review secure 24 data center transition agreement.	0.50
03/19/13	ST	Review Debtors' updated wind-down plan presentation.	1.40
03/20/13	DO	Review wind-down analysis prepared by Debtors and their Advisors.	0.30
03/21/13	AH	Review wind-down work plan, including site visits.	0.50
03/22/13	AH	Call w/ M. Renzi and W. Nolan re: wind-down plan due diligence	0.40
03/22/13	ST	Participate on call with KL, including K. Eckstein, and Moelis to discuss wind-down and asset liquidation.	1.60
03/22/13	ST	Participate on call with B. Nolan and M. Renzi from FTI to plan on-site meetings with Debtors to review wind-down plan.	0.60
03/26/13	ST	Draft schedule of wind-down requests and questions for Debtors.	0.80
03/26/13	ST	Follow up with M. Renzi from FTI regarding wind-down review.	0.40
Total Hours			28.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-17

Re: Wind Down Activity
Client/Matter # 007351.00027

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.30	960.00	288.00
Alan Holtz	4.10	960.00	3,936.00
Brian P Jenkins	1.60	645.00	1,032.00
Scott Tandberg	12.70	525.00	6,667.50
Michael S Eisenberg	5.40	360.00	1,944.00
Davin Strouse	4.10	280.00	1,148.00
Total Hours & Fees	28.20		15,015.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-18

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
03/04/13	DS	Create chart of billings-to-date to be included in Second Interim Fee application	2.10
03/04/13	AH	Detailed review of 2nd interim fee application document, including substantive changes to document	2.40
03/08/13	MEL	Review September through December 2012 Fee application	0.80
03/08/13	DS	Review of revisions to second interim fee application	0.80
03/11/13	DS	Make revisions to second interim fee application	2.90
03/12/13	AH	Final review of 2nd Fee application	0.60
03/14/13	DS	Review and make revisions to AP Second Interim Fee Application to be in line with US Trustee guidelines.	1.10
Total Hours			10.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-18

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	3.00	960.00	2,880.00
Marc E Landy	0.80	695.00	556.00
Davin Strouse	6.90	280.00	1,932.00
Total Hours & Fees	10.70		5,368.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-19

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
02/01/13	Conference Calls - - VENDOR: InterCall Todd Toaso	1.49
02/06/13	Conference Calls - - VENDOR: InterCall Mercedes Arango	1.18
02/07/13	Conference Calls - - VENDOR: InterCall Mercedes Arango	15.41
02/13/13	Conference Calls - - VENDOR: InterCall Todd Toaso	2.17
02/19/13	Cab Fare/Ground Transportation after 8pm- Marc Landy Office to Grand Central Station	7.70
02/22/13	Conference Calls - - VENDOR: InterCall Scott Tandberg	9.59
02/23/13	Conference Calls - - VENDOR: InterCall Todd Toaso	4.95
02/25/13	Conference Calls - - VENDOR: InterCall Scott Tandberg	24.84
02/26/13	Cab Fare/Ground Transportation after 8pm- Marc Landy Office to Grand Central Station	8.30
02/26/13	Conference Calls - - VENDOR: InterCall Alan Holtz	1.11
02/26/13	Conference Calls - - VENDOR: InterCall Alan Holtz	5.75
02/26/13	Conference Calls - - VENDOR: InterCall Brian Jenkins	5.50
02/28/13	Cab Fare/Ground Transportation after 10pm - - VENDOR: Valera Global, Inc. Marc Landy - New York, NY to Westport, CT	158.76
03/05/13	Cab Fare/Ground Transportation after 8pm-Davin Strouse NYO to Long Island City	18.60
03/05/13	Cab Fare/Ground Transportation after 8pm- Marc Landy Office to Grand Central Station	6.50
03/05/13	Working Late-Meals & Tips Davin Strouse - Dinner	15.10
03/06/13	Cab Fare/Ground Transportation after 10pm- - VENDOR: Valera Global, Inc. Marc Landy - New York, NY to Westport, CT	143.33
03/06/13	Working Late- Meals & Tips Marc Landy - Dinner	19.60
03/11/13	Cab Fare/Ground Transportation after 8pm Michael Eisenberg NYO - Midtown to Home - UES	13.00
03/11/13	Working Late Meals & Tips Michael Eisenberg - Dinner	14.75
03/11/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Justin Marsh	13.11
03/12/13	Cab Fare/Ground Transportation after 8pm Michael Eisenberg NYO - Midtown to Home - UES	13.20
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Eckstein, D. Mannal	5.06



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-20

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Nashelshy, Lee, Marinuzzi	5.06
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Davis, Riffkin, Masumoto	5.06
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Tammy Hamzehpour	5.06
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to R. Cieri, R. Schrock	5.16
03/18/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to K. Ziman, J. Hofer	5.06
03/20/13	Cab Fare/Ground Transportation after 8pm Michael Eisenberg NYO - Midtown to UES - Home	12.50
03/20/13	Working Late-Meals & Tips Davin Strouse - Dinner	6.98
	Total Disbursements	553.88



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048109-20

Re: Expenses
Client/Matter # 007351.00093

Disbursement Recap:

Description	Amount
Cab Fare/Ground Transportation	381.89
Conference Calls	71.99
Meals & Tips	56.43
Postage/Messenger/Courier	43.57
Total Disbursements	553.88



June 10, 2013

Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Client: 007351
Inv. No.: 2048849

Federal Tax Id 38-3637158

For Professional Services: April 1, 2013 through April 30, 2013

Current Charges:		Hours	Rate	Amount
Davin Strouse	Analyst	168.10	280.00	47,068.00
Sarah E Katzman	Associate	4.70	325.00	1,527.50
Wei Wei	Associate	51.60	360.00	18,576.00
Michael S Eisenberg	Associate	163.50	360.00	58,860.00
Christopher Brown	Vice President	167.80	475.00	79,705.00
Sunny Chu	Vice President	101.70	475.00	48,307.50
Todd Toaso	Vice President	173.00	475.00	82,175.00
Scott Tandberg	Vice President	201.70	525.00	105,892.50
John Natividad	Vice President	4.30	525.00	2,257.50
Sabrina X Chen	Vice President	67.50	525.00	35,437.50
Seth M Alter	Director	13.20	645.00	8,514.00
Brian P Jenkins	Director	79.90	645.00	51,535.50
Marc E Landy	Director	84.80	695.00	58,936.00
Greg R Stedman	Director	3.50	695.00	2,432.50
Mercedes Arango	Director	96.60	695.00	67,137.00
Denis O'Connor	Managing Director	61.10	960.00	58,656.00
Alan Holtz	Managing Director	69.50	960.00	66,720.00
Total Hours & Fees		<u>1,512.50</u>		<u>793,737.50</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send check remittance to:

AlixPartners LLP
P.O. Box 5838
Carol Stream, IL 60197-5838

If Remitting in USD:

Account Name: AlixPartners LLP
Account Number: 003-58897
Bank Name: Deutsche Bank
ABA: 021-001-033

If Remitting in any other Currency:

Account Name: AlixPartners LLP
IBAN: GB27 DEUT 4050 8189 039614
Bank Name: Deutsche Bank AG London
SWIFT: DEUTGB2LXXX



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Less 50% Travel	<u>(5,042.25)</u>
Subtotal	788,695.25
Electronic Discovery Services	<u>119,173.00</u>
Subtotal	907,868.25
Less 20% Hold Back Fee	<u>(181,573.65)</u>
Subtotal	726,294.60
Expenses	<u>4,288.56</u>
Total Amount Due	<u>USD 730,583.16</u>



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Project Code	Description	Amount
007351.00004	Current Financials	5,466.00
007351.00006	Cash Management	15,735.00
007351.00007	Employee Issues	10,429.50
007351.00008	Plan of Reorg.	31,600.50
007351.00010	Claims & Recoveries	81,804.00
007351.00011	Misc. Motions	1,155.00
007351.00015	UCC Meetings	27,304.50
007351.00018	Collateral Analysis	27,370.50
007351.00020	Forensic Investigation - General	138,116.00
007351.00021	Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions	161,497.50
007351.00022	Forensic Investigation - Pre-petition Related Party Asset Sales	25,154.50
007351.00023	Ediscovery Consulting	37,695.00
007351.00024	Ediscovery Processing & Hosting	119,173.00
007351.00025	Forensic Investigation - Interco Ops, Shared Services	73,317.50
007351.00026	Forensic Investigation - June 2008 Restructuring	85,822.50
007351.00027	Wind Down Activity	59,770.00
007351.00090	Billing and Retention	1,415.00
007351.00091	Non Working Travel (Billed at 50%)	5,042.25
Total Fees Incurred		907,868.25



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Expenses	Amount
Coach Airfare	2,002.60
Airfare Service Charge	20.00
Cab Fare/Ground Transportation	277.14
Conference Calls	33.47
Lodging	1,550.98
Meals & Tips	119.14
Parking & Tolls	18.22
Postage/Messenger/Courier	13.11
Rental Car	59.90
Train	194.00
Total Disbursements	4,288.56



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-1

Re: Current Financials
Client/Matter # 007351.00004

Date	Consultant	Description of Services	Hours
04/01/13	MSE	Review February Monthly Operating Report.	1.60
04/17/13	MSE	Prepare analysis of interest rate costs of pre-petition debt.	0.40
04/24/13	MSE	Prepare analysis of February MOR review.	1.30
04/24/13	ST	Analyze February income statement and balance sheet for operations review.	0.80
04/24/13	ST	Review responses to monthly operations and cash management related questions from FTI.	0.70
04/24/13	MSE	Prepare analysis of February financial statement update.	1.80
04/30/13	MSE	Prepare presentation on March operating performance.	3.80
04/30/13	MSE	Prepare report on monthly compliance report update.	0.80
04/30/13	MSE	Analyze March expense budget variances.	1.40
04/30/13	ST	Review MOR presentation from FTI.	1.30
Total Hours			13.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-1

Re: Current Financials
Client/Matter # 007351.00004

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	2.80	525.00	1,470.00
Michael S Eisenberg	11.10	360.00	3,996.00
Total Hours & Fees	13.90		5,466.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-2

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
04/01/13	AH	Review draft motion for continued use of cash collateral	0.80
04/01/13	ST	Review draft interim cash collateral order.	0.80
04/01/13	ST	Create variance schedule of March cash forecast vs. prior.	1.40
04/02/13	ST	Participate on call with T. Meerovich from FTI to discuss allocation assumptions in cash forecast.	0.60
04/04/13	ST	Participate on call with Mofo, CV, FTI, and KL to discuss draft cash collateral motion and expense allocations.	0.50
04/05/13	ST	Review KL comments on draft cash collateral motion and order.	0.60
04/10/13	ST	Review Jill Horner's declaration in support of cash collateral motion.	0.60
04/10/13	ST	Prepare allocation variance schedule for KL comparing as filed cash collateral allocation vs. prior proposal.	0.50
04/10/13	ST	Review filed motion of the nonconsensual use of the cash collateral.	0.60
04/12/13	ST	Review cash collateral motion exhibit of projected expenses.	0.40
04/12/13	ST	Participate on call with T. Meerovich from FTI to discuss reconciliation of cash forecast and expense allocations.	0.50
04/15/13	ST	Review March cash variance report.	0.80
04/15/13	ST	Draft cash variance and forecast question list.	0.60
04/15/13	MSE	Review March cash flow variances from FTI.	0.80
04/15/13	MSE	Prepare summary schedules of cash flow forecast analysis.	2.10
04/17/13	AH	Review draft limited objection to use of cash collateral motion	0.20
04/17/13	ST	Review UCC's draft objection to cash collateral motion.	0.40
04/18/13	MSE	Prepare schedules related to post-sale cost allocations of expenses.	1.60
04/18/13	MSE	Review post-sale cost allocations.	0.40
04/19/13	ST	Review KL cash collateral update.	0.40
04/22/13	MSE	Prepare analysis of revised April cash flow forecast.	2.10
04/23/13	MSE	Prepare analysis of cash flows to and from AFI.	1.60
04/23/13	MSE	Prepare schedules related to cash flow forecast analysis.	1.30
04/23/13	MSE	Call with FTI (T. Meerovich) regarding March cash flow	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-2

Re: Cash Management
Client/Matter # 007351.00006

Date	Consultant	Description of Services	Hours
		variances.	
04/23/13	ST	Participate on call with T. Meerovich from FTI to discuss cash variances.	0.40
04/23/13	ST	Review February Ally cash flows with the Estate.	0.50
04/23/13	MSE	Review of cash flow variances for the period.	0.40
04/24/13	MSE	Make revisions to cash flows with Ally analysis.	0.40
04/25/13	ST	Review JSN's cash collateral discovery request to UCC.	0.40
04/25/13	ST	Update JSN interest scenario schedules.	0.90
04/25/13	ST	Review responses from FTI to Ally cash flow questions.	0.30
04/25/13	ST	Meet with KL, including J. Shifer, to discuss cash collateral motion and wind-down expense assumptions.	3.90
04/25/13	MSE	Meet with Kramer Levin (including J. Shifer) regarding cash collateral allocation.	3.90
04/25/13	MSE	Prepare notes for meeting on cash collateral expense allocation.	1.10
04/29/13	MSE	Reconciled Debtors' discovery production in connection with cash collateral motion.	1.90
04/29/13	ST	Review Debtors' JSN discovery report.	0.30
04/29/13	ST	Review letter to JSNs regarding cash collateral discovery request.	0.40
Total Hours			34.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-2

Re: Cash Management
Client/Matter # 007351.00006

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	1.00	960.00	960.00
Scott Tandberg	15.80	525.00	8,295.00
Michael S Eisenberg	18.00	360.00	6,480.00
Total Hours & Fees	34.80		15,735.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
04/04/13	MSE	Review US Trustee objection to Debtors' KEIP-KERP motion.	0.40
04/04/13	ST	Review UST objection to KEIP/KERP motion.	0.60
04/05/13	AH	Review update to UCC sub-committee re: wind-down diligence and compensation related issues	0.30
04/05/13	ST	Draft subcommittee update on top 3 executive transition and site visits.	0.70
04/08/13	ST	Participate on call with T. McDonough from FTI to discuss executive transition.	0.40
04/09/13	AH	Prepare CRO comp scenarios at request of Exec. Comp Sub-committee	1.50
04/09/13	AH	Telephonic meeting w/ Exec. Comp Sub-committee re: CRO	0.90
04/10/13	AH	Participate in telephonic meeting of Compensation Sub-Committee	0.10
04/10/13	MSE	Follow up call with executive compensation committee regarding CRO issues.	0.30
04/12/13	MSE	Review of order approving KEIP/KERP motion.	0.70
04/12/13	ST	Review order approving wind-down KEIP/KERP.	0.40
04/12/13	AH	Call w/ L. Kruger (CRO) re: timing of "Top 3" transition	0.20
04/12/13	AH	Call w/ B. Nolan (FTI) re: timing of "Top 3" transition	0.20
04/12/13	AH	Emails to S. Zide (Kramer Levin) and UCC Comp Sub-committee re: timing of "Top 3" transition	0.20
04/16/13	AH	Call w/ S. Zide (Kramer Levin) re: "Top 3" transition	0.20
04/16/13	ST	Participate on call with executive subcommittee to discuss transition issues.	1.00
04/16/13	AH	Email correspondence w/ B. Nolan (FTI) re: "Top 3" transition	0.20
04/16/13	AH	Telephonic meeting w/ Exec. Comp sub-committee	1.00
04/16/13	MSE	Call with executive compensation subcommittee related to employee compensation issues.	0.70
04/16/13	MSE	Review Estate management roles and responsibilities.	0.70
04/17/13	AH	Email exchange w/ compensation sub-committee member re: "Top 3" transition	0.10



Residential Capital, LLC
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New York, NY 10036

Invoice # 2048849-3

Re: Employee Issues
Client/Matter # 007351.00007

Date	Consultant	Description of Services	Hours
04/18/13	AH	Phone call w/ member of compensation sub-committee re "Top 3" transition	0.10
04/18/13	AH	Emails w/ compensation sub-committee re "Top 3" transition	0.30
04/19/13	AH	Review questions and background information to prepare for meeting w/ Debtor advisors re: "Top 3"	0.30
04/19/13	AH	Review and provide comments re: several versions of summary of "Top 3" transition prepared by Kramer Levin	0.30
04/19/13	AH	Telephonic meeting w/ Exec. Comp sub-committee of UCC, including presentation by Debtors' representatives	0.60
04/19/13	AH	Phone call w/ L. Kruger (CRO) in advance of telephonic meeting w/ Exec. Comp sub-committee of UCC	0.20
04/19/13	ST	Participate on call with T. Hamzehpour from ResCap and UCC exec subcommittee to discuss executive transition.	0.40
04/29/13	AH	UCC Exec Comp. Sub-committee meeting (telephonic)	1.20
Total Hours			14.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-3

Re: Employee Issues
Client/Matter # 007351.00007

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	7.90	960.00	7,584.00
Scott Tandberg	3.50	525.00	1,837.50
Michael S Eisenberg	2.80	360.00	1,008.00
Total Hours & Fees	14.20		10,429.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-4

Re: Plan of Reorg.
Client/Matter # 007351.00008

Date	Consultant	Description of Services	Hours
04/05/13	ST	Review proposed Plan agreement from RMBS steering committee, MBIA, and FGIC.	0.60
04/08/13	AH	Participate in portion of meeting (by phone) w/ KL and MoFo re: POR strategy	1.00
04/10/13	ST	Review Ally comments to proposed Plan term sheet from Monoline/RMBS steering committee.	0.40
04/16/13	ST	Review UCC draft Plan term sheet.	0.70
04/16/13	ST	Review draft proposed Plan issues list memo from KL.	0.80
04/17/13	ST	Call with AP (A. Holtz) re: Plan of Reorganization and Insurance issues	0.30
04/17/13	AH	Call w/ S. Tandberg as follow-up to meeting w/ Debtor advisors on POR and insurance claims	0.30
04/17/13	AH	Participate (telephonically) in meeting between UCC advisors and ResCap advisors re: Plan mediation preparation	2.00
04/18/13	AH	Meeting w/ Judge Peck and Debtor / UCC advisors to prepare for Mediation sessions	3.40
04/18/13	ST	Review Committee revisions to proposed Plan term sheet.	0.40
04/18/13	ST	Participate in meeting with Judge Peck, Mofo, KL and CV to discuss Plan mediation.	1.80
04/19/13	MSE	Review of revised settlement term sheet for plan of reorganization.	0.70
04/19/13	AH	Review latest draft of joint plan document prepared by Kramer Levin	1.00
04/22/13	AH	Participate in mediation at Kramer Levin	6.00
04/22/13	ST	Review AFI's proposed Plan term sheet and support agreement.	0.90
04/22/13	ST	Participate in opening mediation session with Judge Peck.	1.00
04/22/13	ST	Participate in mediation sessions with creditor groups and advisors.	5.90
04/23/13	AH	Participate in mediation at Kramer Levin	7.00
04/23/13	ST	Update Plan term sheet reconciliation with Moelis.	0.70
04/23/13	ST	Participate in Plan mediation sessions with Judge Peck, creditors and advisors.	5.80
04/26/13	AH	Review and reply to email correspondence from UCC	0.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-4

Re: Plan of Reorg.
Client/Matter # 007351.00008

Date	Consultant	Description of Services	Hours
		advisors re: POR scenario runs requested by UCC member	
04/29/13	AH	Review waterfall iterations prepared by Moelis, including follow up emails w/ them	1.00
		Total Hours	42.10



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-4

Re: Plan of Reorg.
Client/Matter # 007351.00008

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	22.10	960.00	21,216.00
Scott Tandberg	19.30	525.00	10,132.50
Michael S Eisenberg	0.70	360.00	252.00
Total Hours & Fees	42.10		31,600.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/01/13	MSE	Review schedule of Proof of Claims report from FTI.	2.10
04/01/13	AH	Review FTI presentation re: proposed expense allocations	0.80
04/01/13	AH	Review FTI presentation re: proposed expense allocations	1.10
04/01/13	AH	Review KL memo re: FHFA claims	0.90
04/02/13	ST	Review of potential collateral recoveries and expense allocations.	0.40
04/02/13	ST	Draft overview of correspondent claim recovery team and settlement proposal.	0.80
04/02/13	ST	Review Debtors' updated proof of claims schedules.	0.60
04/03/13	ST	Review responses to allocation requests from FTI.	0.70
04/03/13	ST	Draft updated expense allocation proposal slides.	2.60
04/03/13	ST	Participate on call with FTI, including T. Meerovich, Mofo, and the Debtors to discuss expense allocation proposals.	1.00
04/03/13	ST	Participate in follow-up call with T. Meerovich from FTI to discuss feedback from call.	0.50
04/03/13	ST	Participate on call with T. Meerovich from FTI to discuss opex allocation methodologies.	0.60
04/03/13	AH	Call w/ FTI re: cost allocation	1.00
04/03/13	AH	Correspond w/ M. Smith re: D&O insurance review	0.10
04/03/13	ST	Update allocation slides for KL and AP comments.	1.20
04/04/13	AH	Call w/ FTI re: expense allocation	0.60
04/04/13	MSE	Prepare supplemental schedules for claims reconciliation reporting.	1.30
04/04/13	ST	Participate on call with K. Handley from AIG to discuss expense allocation proposal.	0.40
04/04/13	ST	Participate on call with T. Meerovich regarding changes to expense allocations.	0.50
04/05/13	ST	Revise JSN review presentation for updated waterfall and expense allocation projections.	1.90
04/05/13	ST	Revise JSN scenarios in waterfall model for KL comments.	0.80
04/05/13	ST	Update S. Zide from KL on the revised waterfall model assumptions.	0.70
04/05/13	ST	Participate on call with S. Zide from KL to review JSN	0.30



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
		recovery scenarios.	
04/05/13	AH	Emails w/ KL team re: D&O insurance	0.30
04/05/13	AH	Review preliminary findings report from M. Smith re: D&O insurance	0.70
04/08/13	MSE	Call with Kramer Levin (J. Shifer) regarding claims reconciliation.	0.40
04/08/13	ST	Research questions from Moelis regarding waterfall model assumptions.	1.10
04/08/13	ST	Update asset recovery build-up for Moelis.	0.80
04/08/13	ST	Create bridging model for JSN scenario recoveries for KL.	1.60
04/08/13	ST	Run revised base case UCC waterfall recovery scenario.	0.60
04/08/13	ST	Review JSN recovery scenarios with J. Shifer from KL.	0.50
04/09/13	ST	Update JSN recovery scenarios presentation for revised Monoline claims.	1.20
04/09/13	ST	Participate on call with K. Handley from AIG to discuss JSN presentation provided to UCC.	0.70
04/09/13	MSE	Call with committee member (K. Handley) regarding JSN recovery scenarios.	0.70
04/10/13	MSE	Call with Moelis (S. Hasan) to discuss waterfall recovery questions.	0.40
04/10/13	ST	Participate on call with T. Meerovich to discuss changes to expense allocations to collateral buckets.	0.50
04/10/13	ST	Participate on call with S. Zide from KL and Moelis to discuss settlement waterfall model.	0.60
04/10/13	MSE	Prepare answers related to JSN recovery scenario questions.	1.60
04/10/13	ST	Participate on call with B. Nolan and M. Talarico from FTI to discuss claims report.	0.60
04/10/13	ST	Participate on call with Moelis and FTI to discuss outstanding unsecured claims.	0.40
04/10/13	ST	Respond to question from KL regarding admin expense allocations and interco recoveries.	0.40
04/10/13	ST	Re-run waterfall scenarios using KL assumptions.	0.90
04/10/13	ST	Reconcile Moelis waterfall schedule with Debtor waterfall model.	1.80



Residential Capital, LLC
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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/10/13	AH	Phone call w/ J. Sharett re: insurance claim information	0.20
04/11/13	ST	Revise term sheet waterfall schedule from Moelis.	0.80
04/11/13	ST	Review revised term sheet waterfall schedule.	0.60
04/11/13	ST	Provide comments to KL for revised term sheet waterfall schedule.	0.60
04/11/13	ST	Discuss claims report with S. Hasan from Moelis.	0.70
04/12/13	ST	Review summary of banking subcommittee hearing related to foreclosure review work.	0.40
04/12/13	ST	Provide schedule of LOC recovery and excess value to KL.	0.70
04/12/13	MSE	Call with Kramer Levin (J. Shifer) to discuss asset recoveries.	0.60
04/12/13	MSE	Analyze Summary of Claims Register without Duplicate & Multiple Debtor Claims report.	1.10
04/15/13	MSE	Develop diligence questions for claims management review discussions.	1.40
04/15/13	MSE	Review methodology for claims management analysis.	0.30
04/15/13	MSE	Prepare schedules related to updated claims management reporting.	2.90
04/15/13	ST	Review revised claims reconciliation deck excluding multiple debtor claims.	1.10
04/15/13	ST	Participate on call with A. Waldman to discuss meeting with Judge Peck and follow up requests.	0.70
04/15/13	ST	Update asset carrying value and recovery schedule.	1.20
04/16/13	AH	Call w/ Debtor advisors re: Claims process	1.10
04/16/13	MSE	Prepare question list for call related to claims management.	0.60
04/16/13	MSE	Review of plan term sheet issues.	0.40
04/16/13	MSE	Prepare supplemental schedules related to proof of claims analysis.	2.80
04/16/13	MSE	Call with FTI (M. Talarico), Kramer Levin (S. Zide) regarding claims management process.	1.10
04/16/13	ST	Review claims group materials in preparation for claims management calls.	0.80
04/16/13	ST	Draft responses to KL questions regarding claims register.	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/16/13	ST	Participate on call with Deanna Horst from ResCap and FTI to discuss claims group and claims management status.	0.90
04/16/13	ST	Participate on call with Mofo, FTI, CV, and KL to discuss Plan term sheet and waterfall.	0.70
04/16/13	ST	Participate on call with M. Talarico from FTI, Mofo, and KL to review claims register summary excluding duplicate and multiple debtor claims.	1.10
04/16/13	ST	Review requested asset disposition responses from FTI.	1.40
04/16/13	ST	Review Debtors' updated waterfall based on settlement scenario.	0.90
04/17/13	GRS	Review Insurance Claims and Policies to prep for meeting with UCC advisors and ResCap advisors re: AFI insurance coverage	1.90
04/17/13	GRS	Participate (telephonically) in portion of meeting between UCC advisors and ResCap advisors re: AFI insurance coverage	1.60
04/17/13	ST	Review RMBS trustee cure claim filings.	0.60
04/17/13	ST	Participate in meeting with Mofo, including J. Wishnew, FTI, CV, and KL to discuss claims, insurance, and settlement distributions.	4.10
04/17/13	ST	Reconcile revised expense allocation model with previous Debtor proposal.	1.30
04/17/13	ST	Review claims estimate presentation from FTI.	0.70
04/17/13	ST	Meet with A. Waldman from Moelis to discuss waterfall revisions.	0.90
04/17/13	AH	Emails w/ G. Stedman as follow-up to meeting w/ Debtor advisors on insurance claims	0.30
04/17/13	AH	Participate (telephonically) in meeting between UCC advisors and ResCap advisors re: AFI insurance coverage"	1.40
04/18/13	ST	Review of BMMZ equity value for JSN Lien challenge	0.40
04/18/13	ST	Review FTI's supplement to estimated expense allocations.	1.10
04/18/13	ST	Participate on call with A. Chong from Duff & Phelps to discuss Debtors' distributable value assumptions.	0.50
04/19/13	ST	Reconcile A&M waterfall scenarios with Debtor waterfall model.	1.20



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/19/13	ST	Research admin expense allocations relative to Ally contribution.	0.80
04/19/13	ST	Participate on call with A. Chong from Duff & Phelps to discuss follow-up waterfall assumptions.	0.70
04/19/13	ST	Participate on call with A. Sagat from A&M to discuss waterfall model assumptions.	0.80
04/19/13	AH	Review latest waterfall analysis provided by Debtors	0.50
04/21/13	ST	Reconcile Debtors' modeled secured recoveries with UCC model.	1.10
04/21/13	ST	Respond to KL and FTI questions regarding revisions to waterfall model.	0.70
04/22/13	ST	Reconcile Debtors' waterfall model with F. Szymik from FTI.	0.70
04/22/13	ST	Meet with A. Sagat from A&M to review A&M waterfall assumptions.	0.50
04/22/13	ST	Summarize claims recovery requests for UCC.	0.60
04/22/13	ST	Meeting with Kessler group and KL to discuss borrower claims.	0.60
04/22/13	MSE	Prepare backup for waterfall related recovery schedules.	2.60
04/22/13	AH	Review analysis of assets values by Debtor	0.50
04/22/13	MSE	Review of Estimate of Certain General Unsecured Claims analysis.	1.30
04/22/13	ST	Revise waterfall model to reconcile to Ally settlement offer.	1.60
04/22/13	ST	Create projected 12/31 asset schedule.	1.80
04/23/13	ST	Update projected asset allocation model and presentation for AP comments.	1.40
04/23/13	ST	Review revised orphan trust claim valuation analysis.	0.50
04/23/13	MSE	Prepare analysis related to proof of claims register.	3.10
04/23/13	ST	Review NJ Carpenters motion for class certification.	0.40
04/23/13	ST	Update waterfall models for revised allocations and Plan proposals.	1.80
04/24/13	ST	Create JSN interest schedules for KL presentation.	1.10
04/24/13	ST	Compile updated JSN pay-down analysis.	1.50



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/24/13	ST	Participate on call with S. Zide from KL to discuss JSN issues.	0.60
04/25/13	ST	Update JSN analysis deck and schedules.	1.40
04/25/13	ST	Review Debtors' analysis of ability to pay down JSN.	0.80
04/25/13	ST	Update JSN pay-down presentation for KL comments.	0.60
04/25/13	MSE	Prepare schedules related to projected GUC recoveries.	0.70
04/25/13	AH	Review analysis of Debtors' ability to make a payment to JSNs	0.80
04/25/13	AH	Review analysis of JSN accrued interest	0.20
04/25/13	BPJ	Update of claims status.	0.80
04/26/13	AH	Participate on call w/ Kramer Levin and Debtor representatives, including E&Y, to discuss IRS tax claim	0.50
04/26/13	AH	Participate on call w/ Kramer Levin and Moelis to discuss scenarios to be run using UCC member's assumptions	0.40
04/26/13	MSE	Call with MoFo (including J. Wishnew) regarding IRS Claim.	0.40
04/26/13	MSE	Develop presentation for proof of claims register sensitivity analysis.	3.80
04/26/13	MSE	Prepare supplemental schedules related to proof of claims analysis.	3.60
04/26/13	ST	Update waterfall model output and assumption schedules consistent with creditor proposals.	1.70
04/26/13	ST	Participate on call with E&Y, FTI, and KL to discuss IRS claim.	0.40
04/26/13	ST	Participate on call with KL, including J. Shifer, and Silverman to discuss claims review.	0.70
04/26/13	ST	Respond to KL questions regarding asset recovery assumptions and claims proceeds.	0.60
04/26/13	ST	Create reconciliation schedule of Debtors' base waterfall assumption for distributable value to unsecureds.	0.80
04/26/13	MSE	Call with Kramer Levin (including J. Shifer) regarding claims management.	0.80
04/27/13	ST	Compile presentation for UCC covering Debtors' estimated asset recoveries and administrative expenses.	2.10



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/27/13	MSE	Prepare presentation regarding claims analysis of POCs.	2.60
04/27/13	AH	Review Summary of Distributable Value for the UCC	0.60
04/27/13	AH	Various emails w/ Kramer Levin re: work in process for UCC	0.40
04/28/13	AH	Review summary of assumptions for waterfall allocation requested by UCC member	0.40
04/28/13	MSE	Make revisions to claims analysis presentation.	3.10
04/28/13	ST	Review AP draft claims analysis.	0.30
04/28/13	ST	Run Susheel scenarios through the Debtors' waterfall model.	0.50
04/28/13	ST	Review and draft waterfall assumption for waterfall overview presentation.	1.70
04/28/13	ST	Participate on call with S. Zide from FTI to discuss waterfall assumptions presentation.	0.40
04/28/13	ST	Participate on call with A. Waldman from Moelis to discuss waterfall assumption presentation.	0.50
04/28/13	ST	Participate on call with A. Holtz from AP to discuss revisions to waterfall assumptions presentations.	0.30
04/28/13	AH	Discuss w/ S. Tandberg (AP) summary of assumptions for waterfall allocation	0.30
04/29/13	ST	Discuss with AP (A Holtz) re: waterfall assumptions in most recent model	0.30
04/29/13	BPJ	Review update of revised waterfall assumptions re: JSN Recovery	0.60
04/29/13	ST	Participate on call with A. Waldman to discuss admin expense and allocation mechanics.	0.70
04/29/13	ST	Participate on call with G. Siegel from Dechert, representatives from the Trustees, and KL to discuss model and allocation mechanics.	1.30
04/29/13	ST	Research Moelis/KL questions regarding admin claims.	0.80
04/29/13	ST	Participate on call with S. Kirpalani from QuinnEmmanuel, AIG, Allstate and KL to discuss waterfall scenarios and potential recoveries.	1.20
04/29/13	ST	Participate on call with KL, including D. Mannal, to discuss waterfall risks and opportunities.	0.50



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Date	Consultant	Description of Services	Hours
04/29/13	MSE	Call with Kramer Levin (including J. Shifer) regarding claims analysis.	0.80
04/29/13	MSE	Call with FTI (M. Talarico) regarding claims management update.	0.40
04/29/13	MSE	Provide information regarding IRS tax claim against ResCap LLC.	0.40
04/29/13	MSE	Make revisions to claims register presentation.	3.10
04/29/13	MSE	Call with Kramer Levin (including J. Shifer) regarding claims register.	0.40
04/29/13	MSE	Prepare summary of duplicate filed proof of claims.	1.70
04/30/13	ST	Participate on call with Moelis, including A. Gibler, to discuss UCC waterfall scenario assumptions.	1.10
04/30/13	ST	Participate on call with T. Meerovich from FTI to discuss revisions in sale date accrued expense and admin expenses.	0.80
04/30/13	ST	Research monoline claims and allocation for KL.	0.60
04/30/13	ST	Participate on call with Duff & Phelps, including B. Murphy, to discuss waterfall assumptions and reconciliation.	0.70
04/30/13	ST	Revise UCC waterfall model scenario presentation.	1.30
04/30/13	ST	Participate on call with S. Zide from KL to discuss revised JSN recovery scenario presentation.	0.50
04/30/13	MSE	Analyze distributable value to unsecured creditors presentation.	1.60
04/30/13	MEL	Prepare fee estimate to help determine potential savings resulting from a prompt settlement.	2.20
04/30/13	AH	Speak to UCC member about JSN claims and share information w/ S. Tandberg	0.20
04/30/13	AH	Discuss waterfall assumptions w/ S. Tandberg to address questions raised by D. Mannal (KL)	0.30
Total Hours			157.50



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Invoice # 2048849-5

Re: Claims & Recoveries
Client/Matter # 007351.00010

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	13.60	960.00	13,056.00
Brian P Jenkins	1.40	645.00	903.00
Marc E Landy	2.20	695.00	1,529.00
Greg R Stedman	3.50	695.00	2,432.50
Scott Tandberg	88.70	525.00	46,567.50
Michael S Eisenberg	48.10	360.00	17,316.00
Total Hours & Fees	157.50		81,804.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-6

Re: Misc. Motions
Client/Matter # 007351.00011

Date	Consultant	Description of Services	Hours
04/06/13	ST	Review supplemental briefs on foreclosure review motion.	0.40
04/11/13	ST	Attend omnibus hearing with Judge Glenn and advisors.	1.80
		Total Hours	2.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-6

Re: Misc. Motions
Client/Matter # 007351.00011

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	2.20	525.00	1,155.00
Total Hours & Fees	2.20		1,155.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
04/03/13	AH	Participate telephonically in meeting with UCC co-chairs and advisors to discuss case issues for UCC call.	1.00
04/03/13	ST	Participate on call with UCC co-chair and advisors to discuss case issues for weekly UCC call.	1.00
04/04/13	ST	Participate in portion of weekly UCC call with UCC and advisors to discuss case issues.	1.20
04/04/13	MEL	Participate in weekly UCC call.	1.40
04/04/13	AH	Weekly UCC call (telephonic)	1.40
04/09/13	AH	Participate in weekly UCC Co-chair call to plan UCC meeting	1.10
04/10/13	AH	Participate in weekly telephonic UCC meeting	2.20
04/10/13	DO	Participated on a portion of the weekly Committee conference call.	0.50
04/10/13	MEL	Participate in weekly UCC call.	2.20
04/10/13	ST	Participate on call with weekly UCC call with UCC and advisors to discuss case issues.	2.20
04/15/13	DO	Participate on a portion of UCC conference call regarding litigation and plan matters.	0.30
04/15/13	ST	Participate on call with UCC and advisors to discuss scheduling of STN and exclusivity motions.	0.50
04/15/13	AH	Participate on UCC call re: exclusivity	0.50
04/16/13	AH	Weekly UCC co-chair call to prepare for UCC meeting	0.80
04/16/13	ST	Participate on call with UCC co-chairs and advisors to discuss issues related to weekly UCC meeting.	0.80
04/17/13	ST	Participate on weekly call with UCC and advisors to discuss case issues.	2.50
04/17/13	AH	Weekly meeting w/ UCC (telephonic)	2.50
04/17/13	DO	Participate on relevant sections of weekly all-hands Committee conference call.	1.10
04/25/13	DO	Participate in relevant sections of the Committee's all hands conference call.	0.50
04/25/13	AH	Participate on weekly UCC call (telephonic)	2.30
04/25/13	ST	Participate on portion of weekly UCC call with UCC and advisors.	2.10



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-7

Re: UCC Meetings
Client/Matter # 007351.00015

Date	Consultant	Description of Services	Hours
04/25/13	MEL	Participate telephonically on portion of weekly UCC meeting.	1.50
04/30/13	MEL	Participate in a portion of weekly UCC call.	1.50
04/30/13	AH	Participate on a portion of weekly UCC meeting (telephonic)	1.80
04/30/13	ST	Participate on weekly UCC call with UCC and advisors to discuss case issues.	2.80
04/30/13	DO	Participate on relevant sections of Committee conference call.	0.50
Total Hours			36.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-7

Re: UCC Meetings
Client/Matter # 007351.00015

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	2.90	960.00	2,784.00
Alan Holtz	13.60	960.00	13,056.00
Marc E Landy	6.60	695.00	4,587.00
Scott Tandberg	13.10	525.00	6,877.50
Total Hours & Fees	36.20		27,304.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
04/01/13	TMT	Analysis of 12-31-2012 asset balances re: collateral analysis	2.50
04/01/13	ST	Review of collateral asset amounts re: JSN potential preference actions.	0.40
04/02/13	ST	Update asset collateral allocation schedule.	1.70
04/07/13	TMT	Review of potential avoidance claims amounts	1.00
04/11/13	TMT	Review of adversary complaint supporting documentation	1.00
04/12/13	WW	Relativity searches for bilateral facilities agreements re: adversary complaint	3.40
04/15/13	TMT	Discussion with Henry Kevane of Pachulski Stang Ziehl & Jones	0.20
04/16/13	WW	Preparation of OID material for discovery re: adversary complaint	2.80
04/17/13	TMT	Meeting with Pachulski Stang Ziehl & Jones (Henry Kevane, John Morris, Jason Rosell) regarding adversary collateral complaint	3.80
04/17/13	TMT	Review of adversary collateral complaint materials	1.20
04/17/13	MSE	Review BMMZ collateral equity calculations.	0.60
04/18/13	TMT	Review of adversary collateral complaint supporting materials	1.40
04/18/13	TMT	Meeting with Pachulski Stang Ziehl & Jones (Henry Kevane, John Morris, Jason Rosell) regarding adversary collateral complaint	2.70
04/19/13	TMT	Preparation of adversary complaint discovery materials	3.20
04/22/13	TMT	Preparation of adversary complaint discovery materials at the request of Pachulski	2.50
04/22/13	CB	Review of adversary complaint and support to be produced in discovery.	2.20
04/22/13	MEL	Review status of analyses supporting complaint Rule 26 filing.	2.40
04/23/13	MEL	Review Draft Rule 26(a) Disclosures.	0.50
04/23/13	MSE	Provide analysis of FHA/VA loan portfolio value by collateral island.	2.10
04/23/13	TMT	Preparation of adversary complaint discovery materials	2.80
04/24/13	TMT	Preparation of additional adversary complaint discovery	4.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Date	Consultant	Description of Services	Hours
		materials	
04/24/13	TMT	Review of Rule 26 disclosure	1.40
04/24/13	MEL	Call with Pachulski (Roselle, Kevane, and Morris) re: materials to be produced for JSN lien challenge.	0.80
04/24/13	MEL	Reviewed materials to be produced in collateral complaint.	5.50
04/25/13	MEL	Review various drafts of Rule 26 filings.	1.50
04/25/13	TMT	Review of Rule 26 disclosure	2.40
Total Hours			54.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-8

Re: Collateral Analysis
Client/Matter # 007351.00018

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	10.70	695.00	7,436.50
Todd Toaso	30.70	475.00	14,582.50
Christopher Brown	2.20	475.00	1,045.00
Scott Tandberg	2.10	525.00	1,102.50
Michael S Eisenberg	2.70	360.00	972.00
Wei Wei	6.20	360.00	2,232.00
Total Hours & Fees	54.60		27,370.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
04/01/13	DO	Analyze tax positions, and any forwards and refunds to assess whether ResCap recaptured all disclosed tax benefits.	1.10
04/01/13	DO	Review Committee update and attached pleadings and reports.	0.30
04/01/13	SEK	Conducted Relativity searches relating to Ally capital contributions	1.90
04/01/13	WW	Research in relativity for quarterly earnings call transcripts for 2011.	2.10
04/01/13	WW	Research in relativity for quarterly earnings call transcripts for 2009.	2.00
04/01/13	WW	Research in relativity for quarterly earnings call transcripts for 2010.	2.90
04/01/13	SMA	Review of Rescap credit ratings	0.80
04/01/13	SMA	Review of Rescap TNW covenants	0.40
04/01/13	SMA	Review of Ally debt forgiveness	1.50
04/01/13	SMA	Perform quality certification of capital contributions analysis	0.30
04/01/13	SMA	Review of Rescap historical liquidity	3.40
04/02/13	TMT	Analysis of ResCap's historical capital adequacy	2.40
04/02/13	SEK	Conducted Relativity searches relating to Ally capital contributions	1.70
04/02/13	WW	Research in relativity for analyst reports and reviews for 2011.	1.40
04/02/13	WW	Research in relativity for analyst reports and reviews for 2009 and 2010.	2.80
04/02/13	MEL	Call with Alvarez & Marsal (Coles and Sagat) to discuss status of the case.	0.50
04/02/13	MEL	Call with S. Ettari of Kramer Levin to discuss update from Alavarez & Marsal.	0.50
04/02/13	MA	Reviewed draft Kramer STN motion.	1.00
04/02/13	MA	Provided S. Ettari (Kramer) an update on 3/29 examiner meeting (Cleary and A&M). Reviewed S. Ettari email summary.	0.70
04/02/13	MA	Review investigations workplan	0.90
04/02/13	MA	Reviewed various Kramer email updates and attached	1.20



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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		documents.	
04/02/13	MA	Discussed 3/29 examiner meeting with D. Coles and A. Sagat (A&M).	0.50
04/02/13	DO	Analyze MSR swap valuation issues raised by A&M representatives.	0.60
04/02/13	DO	Discuss tax issues raised by Committee members and counsel	0.40
04/02/13	DO	Conference call with representatives of Alvarez & Marsal regarding their meeting with Examiner.	0.50
04/02/13	DO	Analyze adequacy of capital issues raised by financial advisors of the Examiner.	0.70
04/02/13	DO	Conference call with S. Ettari regarding A&M/Cleary/Paulson meeting with Examiner.	0.50
04/02/13	DO	Review tax sharing transactions and impact of tax status changes pursuant to request of Committee members and counsel.	0.70
04/03/13	DO	Analyze ResCap historical tax transactions and disclosures.	0.50
04/03/13	DO	Review Committee update and attached pleadings and reports prepared by Committee Counsel.	0.20
04/03/13	MA	Reviewed capital adequacy analysis	1.50
04/03/13	MA	Reviewed ResCap financial information related to capital adequacy analysis	1.70
04/03/13	SC	Searched and analyzed documents related to capital needs and liquidity.	3.90
04/03/13	MA	Conducted research on ResCap capital adequacy.	1.80
04/03/13	SC	Document search and review re: analysis of capital adequacy	4.10
04/03/13	TMT	Analysis of ResCap's historical capital adequacy	3.30
04/04/13	TMT	Analysis of ResCap's historical capital adequacy	4.10
04/04/13	SC	Searched and reviewed documents related to capital adequacy.	3.40
04/04/13	SC	Searched and reviewed documents related to capital adequacy	3.60
04/04/13	MA	Reviewed investigations workplan re: capital adequacy.	1.00
04/04/13	DO	Analyze ResCap historical tax attributes	0.50



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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
04/05/13	SC	Document search and review on relativity on capital needs and liquidity.	3.90
04/05/13	DO	Review Committee Updates and attached pleadings and reports prepared by counsel.	0.30
04/05/13	DO	Review letter from counsel and RMBS Steering Committee plan structure document.	0.30
04/08/13	DO	Review updated Alvarez & Marsal "All or Substantially All" ("AOSA") analysis.	0.80
04/08/13	DO	Analyze ResCap historical tax charges, accruals and non attributes.	0.70
04/08/13	DO	Prepare for meeting with representatives from Paulson, Alvarez & Cleary regarding valuation of ResCap assets in Alvarez's AOSA Analysis.	0.60
04/08/13	MA	Reviewed draft AP work product related to capital adequacy analysis.	1.80
04/08/13	MA	Reviewed documents related to capital adequacy analysis.	3.20
04/09/13	MA	Reviewed draft work product related to capital adequacy analysis.	1.50
04/09/13	MA	Reviewed documents related to ResCap liquidity forecasting and economic capital requirements.	1.50
04/09/13	SC	Searched and reviewed cash flow forecasting documents.	3.80
04/09/13	DO	Review ResCap tax attributes, NOL's and structure over time.	0.60
04/09/13	DO	Review committee updates prepared by counsel and related pleadings and reports.	0.20
04/09/13	MA	Conducted research related to 2009 tax sharing agreement and reviewed related documents and internal memos.	3.00
04/10/13	DO	Review updated draft STN Motion.	0.40
04/10/13	MEL	Review draft STN motion.	1.50
04/10/13	MA	Reviewed draft STN motion and Kramer email updates and attached documents related to UCC meeting.	2.00
04/11/13	MA	Conducted additional relativity research related to capital adequacy analysis.	2.70
04/11/13	MA	Reviewed Kramer email updates and revised STN motion.	1.30



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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
04/11/13	ST	Review amended STN motion regarding claims against Ally.	0.60
04/12/13	MA	Reviewed documents provided by Kramer.	2.00
04/12/13	DO	Review committee update prepared by counsel and supporting pleadings and reports.	0.20
04/14/13	DO	Review Ally Financial Inc's ("AFI") Response to submission paper of Committee to Examiner.	2.20
04/14/13	DO	Map capital contribution citations in AFI's paper to our capital contribution analysis.	0.40
04/14/13	TMT	Review of documents identified by counsel	3.50
04/15/13	DS	Review and analysis of numerous Hot Docs from new relativity productions as per Sam Ettari (Kramer Levin)	5.50
04/15/13	SC	Review of pre-bankruptcy presentations at the direction of Kramer Levin	4.00
04/15/13	TMT	Review of historical HFI disclosures from annual reports	1.60
04/15/13	DO	Analyze MSR swap and MMLPSA assertions in AFI's response to Committee's submission to the Examiner.	0.50
04/15/13	DO	Review Debtor's pleadings and exhibits responding to Committee's submission to the Examiner.	1.30
04/15/13	MA	Reviewed AFI submissions.	3.10
04/15/13	MA	Coordinated next steps on document review for Kramer with investigations team.	1.70
04/15/13	MA	Reviewed documents provided by Kramer, researched open items and prepared summary of findings.	2.30
04/15/13	MA	Reviewed ResCap examiner submission.	1.50
04/15/13	TMT	Preparation of historical recovery analysis presentation	1.20
04/15/13	TMT	Review of documents identified by counsel	2.80
04/15/13	TMT	Review of historical HFS disclosures from annual reports	1.40
04/15/13	TMT	Preparation of HFI-HFS allocation presentation	2.40
04/15/13	WW	Review and summarize Ally Financial Inc 4Q and Full year 2010 Earning Reviews.	2.60
04/15/13	WW	Research in relativity for HFS Contingent Repurchase option agreements.	3.30
04/15/13	SC	Review of TARP documents sent by counsel	4.00



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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
04/16/13	TMT	Preparation of HFS / HFI presentation	3.20
04/16/13	SC	Reviewed documents sent by Counsel and provided analysis	5.10
04/16/13	MA	Reviewed plan support term sheet and issues list.	0.50
04/16/13	MA	Discussed AFI response to UCC submission to the examiner with Kramer (J. Rochon, N. Simon and S. Ettari).	0.80
04/16/13	MA	Prepared next steps for response to AFI's submission	0.60
04/16/13	MA	Discussed AFI response to UCC submission to the examiner with D. O'Connor.	0.80
04/16/13	MA	Reviewed draft HFI/HFS summary and revised deck	2.10
04/16/13	MA	Conducted research related to AFI's response to UCC submission.	0.70
04/16/13	MA	Researched items related to AFI response to UCC submission to the examiner. Reviewed related documents.	1.60
04/16/13	DO	Meeting with M. Arango to review AFI's rebuttal points to the Committee's submission to the Examiner.	0.80
04/16/13	DO	Follow-up on analyses and research requested by counsel re AFI rebuttal submission.	0.20
04/16/13	MA	Conducted additional relativity research on Kramer open items. Prepared summary for Kramer.	1.60
04/17/13	SC	Searched and analyzed ResCap earnings decks.	3.90
04/17/13	SC	Prepare analysis of ResCap income statements as requested by KL.	4.10
04/17/13	MA	Conducted research related to AFI's response to UCC submission.	2.00
04/17/13	MA	Conducted additional research related AFI's response to the UCC submission.	3.00
04/18/13	MA	Conducted additional research and review of documents related to Kramer's response to AFI.	2.30
04/18/13	MA	Discussed next steps on open items and questions related to Kramer's response to AFI with various members of the investigations team.	1.70
04/18/13	MA	Discussed open items and questions related to Kramer response to AFI with S. Ettari and K. Denk.	0.80
04/18/13	MA	Prepared summary of findings for Kramer. Reviewed draft	3.70



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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		work product from team.	
04/18/13	SC	Searched and reviewed earnings decks to understand historical financial performances of ResCap	3.80
04/18/13	SC	Prepare analysis of ResCap financial statements and earnings review decks.	4.20
04/18/13	ST	Review Ally response to UCC's submission to the Examiner.	0.60
04/19/13	MSE	Review of AFI's response to the Committee's examiner submission.	1.10
04/19/13	SC	Searched and reviewed documents received from Counsel re: Ally bank transaction.	2.10
04/19/13	DO	Analyze Debtors' submission and exhibits to Examiner.	0.80
04/19/13	MA	Reviewed documents provided by Kramer	2.50
04/19/13	MA	Conducted additional research on hot docs provided by Kramer and prepared summary of findings.	3.80
04/19/13	MA	Reviewed draft work product for Kramer and discussed comments with investigations team.	1.70
04/21/13	MA	Researched and responded to email questions from S. Ettari (Kramer).	0.50
04/22/13	MA	Reviewed revised draft plan term sheet.	1.00
04/22/13	MA	Reviewed additional documents to respond to open items and questions from Kramer S. Ettari and N. Hamerman.	1.40
04/22/13	MA	Prepared documents for distribution to Kramer (S. Ettari)	1.80
04/22/13	MA	Reviewed documents provided by Kramer, conducted relativity research and provided summary of findings.	1.00
04/22/13	DO	Review AFI submission and rebuttals	0.30
04/23/13	DO	Review Committee Update and attached pleadings and reports prepared by counsel.	0.20
04/23/13	SC	EPD document search and review for 2006 and 2007 prime loans	2.00
04/23/13	MA	Conducted additional research and reviewed documents related to questions from K. Denk.	1.80
04/23/13	MA	Reviewed additional documents for S. Ettari.	0.80
04/23/13	MA	Conducted additional research and reviewed documents related to questions from N. Hamerman.	2.50



Residential Capital, LLC
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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
04/23/13	TMT	Analysis of early payment default rates for prime mortgages	3.10
04/23/13	WW	Review debt liquidity analysis summary for 2010 through 2011.	2.20
04/23/13	WW	Review debt liquidity analysis summary for 2007 through 2009.	2.30
04/24/13	MA	Reviewed documents provided by Kramer and provided comments.	2.00
04/24/13	WW	Research in Morningstar for bond prospectuses.	3.40
04/24/13	TMT	Analysis of early payment default rates for prime mortgages	1.00
04/25/13	DO	Review Committee Updates and attached pleadings and reports prepared by counsel.	0.30
04/25/13	MA	Reviewed additional documents provided by Kramer and provided comments.	2.00
04/26/13	MA	Reviewed draft Kramer response to AFI. Conducted additional research and provided comments to Kramer (S. Ettari).	2.50
04/26/13	TMT	Analysis of historical capital contributions	1.20
04/29/13	MA	Reviewed Kramer daily email updates and attached documents.	1.50
04/30/13	DO	Review Committee update and related pleadings and reports prepared by Counsel.	0.30
04/30/13	MA	Reviewed AFI's objection and response to the UCC's motion.	1.50
Total Hours			238.20



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2048849-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	17.40	960.00	16,704.00
Seth M Alter	6.40	645.00	4,128.00
Marc E Landy	2.50	695.00	1,737.50
Mercedes Arango	88.40	695.00	61,438.00
Todd Toaso	31.20	475.00	14,820.00
Sunny Chu	55.90	475.00	26,552.50
Scott Tandberg	1.20	525.00	630.00
Sarah E Katzman	3.60	325.00	1,170.00
Michael S Eisenberg	1.10	360.00	396.00
Wei Wei	25.00	360.00	9,000.00
Davin Strouse	5.50	280.00	1,540.00
Total Hours & Fees	238.20		138,116.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
04/01/13	DO	Analyze major claims and assess when ResCap captured exposure for insolvency adjustment and analysis.	0.70
04/01/13	CB	Review of document productions for industry research materials and internal presentations related to balance sheet asset adjustments	2.10
04/01/13	TMT	Analysis of ResCap's historical debt discount re: solvency	2.70
04/01/13	TMT	Analysis of ResCap asset writedowns re: solvency	2.80
04/01/13	CB	Review of document productions for internal presentations related to publicly traded unsecured debt of ResCap	1.80
04/01/13	CB	Review of document productions for materials related to comparable companies	1.90
04/01/13	CB	Review of ResCap disclosures in financial filings for information related to balance sheet asset adjustments	2.40
04/02/13	CB	Review of document productions for industry research materials and internal presentations related to balance sheet asset adjustments	1.50
04/02/13	CB	Review of document productions for materials related to comparable companies	4.50
04/02/13	TMT	Analysis of ResCap asset writedowns	5.00
04/02/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	3.40
04/02/13	DO	Analyze related banking comps pursuant to discussions with committee members and advisors and Committee counsel to assess value of Bank Deconsolidation.	0.60
04/02/13	TMT	Analysis of ResCap's historical debt discount and fair market value of equity	1.60
04/03/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	3.10
04/03/13	DO	Analyze Debtor's reporting of carry value of Assets, Liabilities and Claims to assess variability for Insolvency Adjustments.	1.30
04/03/13	DO	Review of methodology regarding insolvency adjustments.	0.40
04/03/13	DO	Review balance sheet reserves to incorporate for use in Insolvency Analysis.	0.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
04/03/13	TMT	Analysis of ResCap asset writedowns re: solvency	3.00
04/03/13	TMT	Analysis of ResCap's historical debt discount and fair market value of equity	1.50
04/03/13	CB	Consideration of methodology for calculation of debt discount	1.90
04/03/13	CB	Analysis of the fair value of ResCap's equity using the selected comparable company index	2.00
04/03/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	1.10
04/04/13	CB	Review of ResCap financial filings for information related to publicly traded unsecured debt	2.10
04/04/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	3.10
04/04/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	2.00
04/04/13	TMT	Analysis of ResCap's potential comparable public companies	3.40
04/04/13	TMT	Analysis of mortgage assets held by various financial entities	3.80
04/04/13	DO	Review draft solvency report	2.30
04/04/13	DO	Analyze comparable company selections by ResCap Advisors (Goldin and Centerview) and AlixPartners for use in solvency observable market calculations.	1.80
04/04/13	DO	Review roll-up of asset adjustments for insolvency	1.10
04/04/13	CB	Analysis of the fair value of ResCap's equity using the selected comparable company index	2.10
04/05/13	CB	Review of ResCap financial filings for information related to publicly traded unsecured debt	4.30
04/05/13	DO	Analyze deconsolidation of ResCap's regulation bank and buildup of balance sheet controlled by ResCap for insolvency purposes.	0.60
04/05/13	DO	Review comparable company financial metrics to assess selection of comps for observable market analysis.	1.10
04/05/13	DO	Review insolvency report and form follow-up questions	0.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
04/05/13	DO	Analyze asset marks for insolvency adjustments and compare to actual ResCap write-downs.	0.80
04/05/13	TMT	Analysis of mortgage assets held by various financial entities	4.50
04/05/13	TMT	Analysis of ResCap's potential comparable public companies	2.30
04/05/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	3.10
04/08/13	CB	Calculation and analysis of balance sheet asset adjustments	3.90
04/08/13	CB	Analysis of the fair value of ResCap's equity using the selected comparable company index	3.20
04/08/13	TMT	Review of document production for mortgage competitor analyses	1.20
04/08/13	TMT	Analysis of ResCap's potential comparable public companies	4.20
04/08/13	DO	Review comparable company analysis.	0.40
04/08/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	1.00
04/08/13	DO	Analyze financial data of comparable banks to select replacements of comparable companies to replace liquidated comparables from insolvency analysis.	0.70
04/08/13	TMT	Review of document productions of analyses of competitors	1.90
04/08/13	SC	Searched and reviewed documents related to liquidity for insolvency analysis	3.70
04/08/13	SC	Searched and reviewed documents for insolvency analysis	4.30
04/09/13	TMT	Analysis of ResCap's potential comparable public companies	3.50
04/09/13	DO	Review comparable company analysis issues	0.40
04/09/13	DO	Analyze comparable company statistics and financial composites to assess selection of comparables re: solvency	0.80
04/09/13	DO	Discuss comparable company issues with W. Callender.	0.30
04/09/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	4.50
04/09/13	CB	Review of document productions for internal presentations related to publicly traded unsecured debt of ResCap	1.50
04/09/13	CB	Analysis of mortgage and other assets held on the balance	2.20



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Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		sheet for purposes of balance sheet adjustment calculations	
04/09/13	TMT	Analysis of mortgage assets held by various financial entities	3.00
04/10/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	3.10
04/10/13	CB	Analysis of the fair value of ResCap's equity using the selected comparable company index	0.80
04/10/13	CB	Review of document productions for internal presentations related to publicly traded unsecured debt of ResCap	3.60
04/10/13	TMT	Analysis of ResCap's potential comparable public companies	4.60
04/10/13	TMT	Analysis of mortgage assets held by various financial entities	1.90
04/10/13	DO	Analyze use of separate comps versus projecting original comps via an index or subset of companies for Insolvency's Observable Market calculations.	0.60
04/11/13	DO	Analyze insolvency roll forward of Rep + Warranty adjustments.	0.50
04/11/13	TMT	Review of comparable company bankruptcy filing dates and circumstances	1.80
04/11/13	TMT	Analysis of ResCap's potential comparable public companies	3.90
04/11/13	CB	Review of document productions for industry research materials and internal presentations related to balance sheet asset adjustments	2.80
04/11/13	CB	Consideration of methodology for calculation of debt discount	1.10
04/11/13	TMT	Preparation of Solvency Analysis	3.50
04/12/13	TMT	Analysis of ResCap's potential comparable public companies	3.80
04/12/13	DO	Analyze financials of comparative companies selected for observable market projections used in insolvency reporting.	0.80
04/12/13	CB	Calculation and analysis of balance sheet asset adjustments	3.50
04/12/13	TMT	Preparation of Solvency Analysis	2.10
04/14/13	DO	Map asset sales cited in AFI's papers to AlixPartners analyses of Debtor/ResCap asset disposals.	0.40



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Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
04/15/13	TMT	Analysis of ResCap's potential comparable public companies still operating through 2008	0.80
04/15/13	CB	Calculation and analysis of balance sheet asset adjustments	3.70
04/15/13	DO	Review status and updates to comparable company analysis.	0.60
04/15/13	DO	Review updated insolvency report	0.60
04/15/13	TMT	Solvency discussion with Denis O'Connor	0.60
04/15/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	1.20
04/15/13	CB	Calculation and analysis of the historical trading discount on ResCap publicly traded unsecured debt	2.30
04/15/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	1.80
04/16/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	1.50
04/16/13	CB	Analysis of the fair value of ResCap's equity using the selected comparable company index	2.20
04/16/13	DO	Conference call with counsel (S. Ettari, N. Simon and J. Rochon) regarding issues raised by AFI in their rebuttal submission to the Committee's submission to the Examiner.	0.80
04/16/13	DO	Analyze Rep & Warranty disclosures to assess AFI's assertion that exposure for these obligations were unknown as of 2007.	1.10
04/16/13	CB	Calculation and analysis of balance sheet asset adjustments	4.90
04/16/13	DS	Analysis of Relativity docs re: R&W disclosure	2.90
04/16/13	DS	Relativity searches re: R&W disclosure	3.10
04/17/13	CB	Review of document productions for materials related to representation and warranty disclosure at the direction of KL	3.40
04/17/13	DO	Analyze Rep & Warranty disclosures post June 2007 forward at the request of counsel in response to AFI's assertions in the submission to the Examiner.	0.90
04/17/13	DO	Review ResCap reports and analyses supporting Rep & Warranty reserve calculations and assumptions	0.80
04/17/13	DO	Review updated insolvency analysis	0.80



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Date	Consultant	Description of Services	Hours
04/17/13	DO	Analyze Goldin's Bank Valuation support in response to counsel request following AFI's submission.	0.70
04/17/13	CB	Review of document productions for materials related to Held-For-Sale and Held-for- Investment Loan classifications at the direction of KL	4.30
04/17/13	TMT	Review of ResCap representation and warranty schedules produced at various points in time	2.40
04/17/13	TMT	Preparation of representation and warranty presentation	2.60
04/18/13	TMT	Review of representation and warranty disclosures at various points in time	2.10
04/18/13	TMT	Review of ResCap representation and warranty schedules produced at various points in time	2.80
04/18/13	DO	Review deck prepared at request of counsel to assess AFI's assertions regarding ResCap's historical financial performance.	0.50
04/18/13	DO	Analyze 2010 GMAC Bank financial performance.	0.30
04/18/13	DO	Review SEC Disclosures of ResCap on competitors of Rep & Warranty provision levels and estimation methodology re: solvency	0.70
04/18/13	DO	Review of Rep & Warranty provision issues and timing.	0.20
04/18/13	DO	Review deck prepared at the request of counsel regarding Rep & Warranty provision issues at ResCap in response to AFI's submission.	0.50
04/18/13	DO	Analyze Rep & Warranty memos, schedules and emails to assess AFI's assertion as to adequacy of Rep & Warranty provisions.	0.80
04/18/13	CB	Review of document productions for materials related to Held-For-Sale and Held-for- Investment Loan classifications at the direction of KL	3.00
04/18/13	CB	Calculation and analysis of balance sheet asset adjustments	1.20
04/18/13	CB	Review of document productions for materials related to Held-For-Sale and Held-for- Investment Loan classifications at the direction of KL	3.40
04/19/13	CB	Calculation and analysis of balance sheet asset adjustments	1.10



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
04/19/13	CB	Review of document productions for materials related to Held-For-Sale and Held-for- Investment Loan classifications at the direction of KL	2.30
04/19/13	DO	Analyze sections of AFI Examiner submission relating the Bank's performance; ResCap Rep and Warranty, liability and Bank Deconsolidation Issues.	1.10
04/19/13	DO	Review analysis on ResCap's Rep & Warranty prepared for counsel in response to AFI's submission to the Examiner.	0.90
04/19/13	DO	Map Rep & Warranty insolvency calculations to ResCap internal Rep & Warranty provision calculations to assess differences in approach.	0.70
04/19/13	DO	Map Rep & Warranty "Deep Dive" analysis by PwC for ResCap to assertions made by AFI in Examiner Report and highlight differences for counsel.	0.50
04/19/13	DO	Review of Rep & Warranty analysis and analysis of ResCap performance prepared for counsel.	0.50
04/19/13	TMT	Prepare ResCap historical representation and warranty analysis	2.80
04/19/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	1.40
04/19/13	CB	Analysis of the market value to book value ratio of selected comparable companies	3.60
04/22/13	CB	Calculation and analysis of the historical trading discount on ResCap publicly traded unsecured debt	1.20
04/22/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	2.50
04/22/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	3.40
04/22/13	DO	Analyze metrics supporting accrual recognition of Rep & Warranty exposures in 2007, 2008, and 2009 by ResCap.	0.70
04/23/13	DO	Analyze valuation issues of mapping comparables index to solvency analyses	0.50
04/23/13	DO	Review recovery ranges of hypothetical bankruptcy at various points in time.	0.70



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Transactions

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Date	Consultant	Description of Services	Hours
04/23/13	CB	Calculation and analysis of balance sheet asset adjustments	2.00
04/23/13	CB	Calculation and analysis of the historical trading discount on ResCap publicly traded unsecured debt	2.60
04/23/13	CB	Analysis of the market value to book value ratio of selected comparable companies	4.20
04/24/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	4.40
04/24/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	3.10
04/24/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	1.60
04/24/13	DO	Review insolvency and GMAC Bank transactions analysis	0.20
04/24/13	DO	Review insolvency roll forward issues regarding rep and warranty and adjustments to assets for FMV.	0.80
04/24/13	DO	Review Goldin Fairness report and supporting schedules to refute AFI's assertion of Bank value assertions.	0.50
04/24/13	DO	Analyze Bank comparables for rebuttals of AFI's assertions regarding value.	0.60
04/25/13	CB	Analysis of industry research materials and internal presentations related to balance sheet asset adjustments	3.10
04/25/13	DO	Analyze quarterly trends of Rep & Warranty reserves of ResCap and competitors to assess and refute AFI's assertion of Rep & Warranty reserves not being accruable.	0.60
04/25/13	DO	Review insolvency workplan and findings	0.20
04/25/13	DO	Analyze EPD (Early Payment Default) reporting by ResCap to further supporting need for Rep & Warranty reserves.	0.40
04/25/13	CB	Analysis of mortgage and other assets held on the balance sheet for purposes of balance sheet adjustment calculations	1.40
04/25/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	3.60
04/26/13	CB	Calculation and analysis of the historical trading discount on ResCap publicly traded unsecured debt	3.60
04/26/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	3.10



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Date	Consultant	Description of Services	Hours
04/26/13	CB	Calculation and analysis of the historical trading discount on ResCap publicly traded unsecured debt	0.50
04/26/13	MA	Research on comparable mortgage related companies re: solvency.	2.00
04/26/13	DO	Analyze reports, presentations and emails identified that refute AFT's assertions relating to the transfer of the Bank and its charter from ResCap.	0.70
04/29/13	CB	Calculation and analysis of representations and warranty liability	3.50
04/29/13	CB	Calculation and analysis of balance sheet asset adjustments	2.70
04/29/13	CB	Comparison of fair market value of ResCap's equity with the calculated debt discount	2.10
04/29/13	DO	Review updated solvency analysis.	0.70
04/29/13	DO	Review AP solvency analysis.	0.80
04/30/13	DO	Analyze asset impairment /"FMV marks" to assess need for additional insolvency adjustment.	0.60
04/30/13	DO	Analyze 2009 Rep & Warranty calculations for insolvency.	0.40
04/30/13	DO	Review solvency analysis prepared for counsel.	0.70
04/30/13	DO	Review updated solvency analysis.	0.70
04/30/13	CB	Calculation and analysis of representations and warranty liability	2.10
Total Hours			301.20



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Invoice # 2048849-10

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR
Transactions

Client/Matter # 007351.00021

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	39.50	960.00	37,920.00
Mercedes Arango	2.00	695.00	1,390.00
Todd Toaso	80.10	475.00	38,047.50
Christopher Brown	165.60	475.00	78,660.00
Sunny Chu	8.00	475.00	3,800.00
Davin Strouse	6.00	280.00	1,680.00
Total Hours & Fees	301.20		161,497.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
04/01/13	SC	Revised Healthcare finance business sale deck.	4.20
04/01/13	SC	Prepared backup folders for the pre-petition asset sales analyses	3.80
04/01/13	SEK	Revised presentation relating to ResMor transaction	0.60
04/02/13	SEK	Revised presentation relating to ResMor transaction	0.50
04/02/13	SC	Prepared backup folders for the pre-petition asset sales analyses	4.30
04/02/13	SC	Prepared backup folders for the pre-petition asset sales analyses	3.70
04/02/13	MA	Reviewed draft updated ResMor investigations deck.	1.00
04/02/13	MA	Revised updated Health Capital deck and discussed next steps on investigation with S. Ettari (Kramer).	1.20
04/02/13	MA	Discussed related party debt repayments with S. Ettari (Kramer).	0.20
04/02/13	SMA	Revisions to sale of Resmor Trust analysis.	0.70
04/02/13	SMA	Review Canadian exchange rates re: analysis of pre-petition asset sales	0.20
04/02/13	SMA	Updates to Resmor pre-petition transaction chronology	2.80
04/02/13	SMA	Review of fairness opinion re: pre-petition related party transactions	2.20
04/02/13	SMA	Review parameters of Resmor sale	0.60
04/19/13	SC	Searched for GMACM collateral for MSR swap	2.20
04/22/13	SC	Responded to an ad hoc request from Counsel re: pre-petition asset sales	2.40
04/22/13	SC	Searched and reviewed documents on MSR swap collaterals posted by GMACM	4.10
04/22/13	MA	Reviewed relativity documents related to MSR collateral posted by GMACM.	1.00
04/23/13	SC	MSR swap collateral document search and review	2.50
04/23/13	SC	Searched for and reviewed documents related to FDIC inquiries on MSR Swap transactions	2.50
04/24/13	SC	Searched and reviewed documents related to MSR Swap collateral FDIC inquiries	4.00



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Invoice # 2048849-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
04/24/13	MA	Reviewed documents related to MSR collateral.	2.80
04/24/13	DO	Review AFI's assertions of MSR Swap and Liability put backs and documents to map factual errors in AFI's assertions for counsel to assess.	0.30
Total Hours			47.80



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Invoice # 2048849-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	0.30	960.00	288.00
Seth M Alter	6.50	645.00	4,192.50
Mercedes Arango	6.20	695.00	4,309.00
Sunny Chu	33.70	475.00	16,007.50
Sarah E Katzman	1.10	325.00	357.50
Total Hours & Fees	47.80		25,154.50



Residential Capital, LLC
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Invoice # 2048849-12

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
04/01/13	SXC	Create search, tagging, reconcile, remove duplicates and prepare export in response to request by Sam Ford (Kramer Levin).	3.50
04/03/13	SXC	Create concordance load file for Anne Stackpoole (Kramer Levin).	2.00
04/05/13	SXC	Customize loading settings and reconciliations for non-standard replacement loading at the request of Kramer Levin	3.00
04/08/13	SXC	Reconciliation and destruction/slipsheet inserting of files related to protective order at the request of Sam Ford (Kramer Levin).	3.00
04/09/13	SXC	Respond to miscellaneous request from Sam Ford (Kramer Levin) and Moelis.	1.00
04/10/13	SXC	Acquired data from a non-regular vendor site at the request of Kramer Levin	3.00
04/11/13	SXC	Reconciliation of documents related to protective order	4.80
04/12/13	SXC	Execute destructions/tag transfers and reconciliations related to protective order	5.00
04/13/13	SXC	PDF export of documents at the request of Sam Ford (KL)	2.00
04/14/13	SXC	Respond to requests from Sam Ford (KL)	1.00
04/15/13	SXC	Reconciliation of docs and response to requests from KL.	1.00
04/18/13	SXC	Tagging and destruction of documents related to the protective order at the request of Kramer Levin	3.00
04/19/13	SXC	Tagging and destruction of documents related to the protective order at the request of Kramer Levin	3.00
04/21/13	SXC	Develop strategies to load Intralink files due to the limitation of vendor system at the request of Kramer Levin.	2.40
04/22/13	SXC	Location, reconciliation, and destruction of docs related to protective order at the request of Anne Stackpoole (Kramer Levin).	6.30
04/23/13	SXC	Reconciliation of discovery docs to Intralinks at the request of Anne Stackpoole (Kramer Levin).	4.90
04/24/13	JN	Duplicate analysis of EXAM documents per the request of Kurt Denk at Kramer Levin.	1.70
04/24/13	SXC	Update metadata and locate documents for intralinks download at the request of Kramer Levin.	3.80



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Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours
04/25/13	SXC	Reconciliation and coordination work for intralinks download at the request of KL.	3.60
04/26/13	SXC	Perform intralinks reconciliation and customization at the request of KL.	4.20
04/27/13	SXC	Further IntraLinks reconciliation for KL	2.00
04/29/13	SXC	IntraLinks final reconciliation, and re-structuring for loading per request of Anne Stackpoole (KL).	4.00
04/29/13	JN	Duplicate analysis and retrieval at the request of Anne Stackpoole (Kramer Levin).	2.60
04/30/13	SXC	Respond to request related to examiners' depository docs per Sam Ford (Kramer Levin)	1.00
Total Hours			71.80



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Re: Ediscovery Consulting
Client/Matter # 007351.00023

Fee Recap:

Consultant	Hours	Rate	Amount
John Natividad	4.30	525.00	2,257.50
Sabrina X Chen	67.50	525.00	35,437.50
Total Hours & Fees	71.80		37,695.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-13

Re: Ediscovery Processing & Hosting
Client/Matter # 007351.00024

April			
Service Description	Units	Per Unit Cost	Total
Data Processing (De-duplication, metadata extraction and indexing for search)	0	\$125/GB	\$ -
Relativity Load Fees	42.30	\$400/GB	\$ 16,920.00
Relativity Analytics (as necessary)	0	\$250/GB	\$ -
Hosting Fees (Monthly Charge)	1,885.06	\$50/GB	\$ 94,253.00
User Fees (Monthly Charge)	82	\$100/user	\$ 8,200.00
Production TIFF charges	0	.04/pg	\$ -
Production endorsements	0	.01/endorsement	\$ -
Creation of production sets and load files	0	Hourly	\$ -
Production media	0	At cost	\$ -
Total			\$ 119,173.00

*Note: Hours related to Ediscovery Processing and Hosting were written off due to data usage fees charged by per unit basis in the table above



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
04/01/13	MEL	Review documents on Relativity related to tax sharing agreement.	2.00
04/01/13	SMA	Review of intercompany payments	0.30
04/01/13	DS	Relativity searches in new productions re: Intercompany Claims	4.10
04/01/13	BPJ	Review of tax sharing agreement related documents re: interco claims.	3.90
04/01/13	BPJ	Review of ResCap financial statement disclosures re: Intercompany Claims	1.60
04/01/13	BPJ	Query of Relativity database for additional production re: Intercompany claims	2.80
04/02/13	DS	Relativity searches for intercompany debt forgiveness amounts re: intercompany claims	3.30
04/02/13	DS	Relativity searches for GMACM and RFC internal documents re: Intercompany Claims	1.40
04/02/13	DS	Relativity searches in new productions related to top 10 intercompany transactions	2.40
04/02/13	MEL	Discussion with FTI (Renzi and McDonald) re: status of intercompany related requests.	0.80
04/02/13	MEL	Update work plan related to Tax sharing agreement.	1.20
04/02/13	MEL	Review documents in Relativity related to tax sharing agreement.	1.40
04/02/13	BPJ	Call with M. Renzi and B. McDonald (FTI) regarding additional intercompany information and follow-up.	0.80
04/02/13	BPJ	Review of tax sharing agreement related documents re: interco claims.	2.40
04/02/13	BPJ	Query of Relativity database for intercompany related documents in new productions.	3.40
04/02/13	BPJ	Review of intercompany related documents provided by FTI.	2.30
04/03/13	BPJ	Review of intercompany related documents provided by FTI.	5.40
04/03/13	BPJ	Query of Relativity production with regards to certain intercompany debt forgiveness.	1.80



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Invoice # 2048849-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
04/03/13	MEL	Review status of intercompany analysis.	1.50
04/03/13	DS	Relativity searches in new productions for additional support files related to Intercompany Claims balances and history	4.10
04/03/13	BPJ	Meeting with B. Westman and J. Horner (ResCap) and M. Renzi (FTI) regarding intercompany.	1.50
04/03/13	DS	Analysis of intercompany documents found on relativity re: intercompany claims	4.00
04/04/13	BPJ	Review of ResCap Intercompany documents	3.60
04/04/13	BPJ	Review of certain intercompany debt forgiveness.	2.40
04/04/13	DS	Analysis of Interco support received to date	2.90
04/04/13	MEL	Review status of intercompany investigation.	1.50
04/04/13	BPJ	Review of ResCap intercompany balances as of petition date.	2.20
04/04/13	BPJ	Compilation of intercompany related inquiries.	1.40
04/04/13	DS	Analysis of Intercompany Monthly Balances and support received to date in order to draft Requests for FTI/ the Company	4.20
04/04/13	DS	Preparation of Requests for FTI/ the Company re: intercompany	1.10
04/05/13	BPJ	Review of ResCap taxable gains, losses, and payments 2004-2011 re: interco tax sharing	3.80
04/05/13	BPJ	Review of ResCap Intercompany documents	1.40
04/05/13	DS	Analysis of Intercompany Monthly Balances and support received to date in order to draft Requests for FTI/ the Company	3.20
04/05/13	BPJ	Review of certain intercompany debt forgiveness.	1.20
04/06/13	DS	Analysis of Interco support information re: intercompany claims	0.50
04/07/13	DS	Review FTI Deck re: Intercompany Claims Analysis	1.00
04/07/13	DS	Analyze Intercompany Claims and craft questions for the Company/ FTI	3.00
04/08/13	MEL	Review status of intercompany investigation.	1.50
04/08/13	BPJ	Review of ResCap intercompany balances as of petition date.	4.20



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Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
04/08/13	BPJ	Review of certain intercompany debt forgiveness.	3.20
04/08/13	DS	Preparation of Requests List for the company re: Intercompany Claims	3.90
04/08/13	BPJ	Review of intercompany debt forgiveness.	1.40
04/09/13	BPJ	Review of documents pertaining to the tax sharing agreement re: Intercompany claims	3.20
04/09/13	BPJ	Compilation of inquiry related to intercompany balances.	3.60
04/09/13	BPJ	Query of Relativity database for intercompany related documents in new productions.	2.20
04/09/13	ST	Respond to question from B. Jenkins from AP regarding interco balance listings.	0.40
04/09/13	DS	Analysis of Intercompany Monthly Balances and support received to date re: Requests to FTI/ the Company	2.10
04/09/13	MEL	Review status of intercompany analysis.	2.40
04/10/13	MEL	Review documents on Relativity in connection with intercompany analysis.	1.10
04/10/13	BPJ	Query of Relativity database for intercompany related documents in new productions.	1.80
04/10/13	BPJ	Review of certain intercompany debt forgiveness.	2.20
04/10/13	BPJ	Review of documents pertaining to the tax sharing agreement related to intercompany claims.	1.20
04/12/13	ST	Review interco transactions deck from FTI.	0.50
04/12/13	DO	Review factors for intercompany account transactions supporting classification as equity or debt and map to Res Cap analyses for attribute weighting.	0.60
04/12/13	DO	Analyze intercompany account schedules and map to Alvarez's "all or substantially all" report.	0.40
04/13/13	BPJ	Review of documents pertaining to the tax sharing agreement re: Intercompany Claims	1.20
04/15/13	BPJ	Review of schedules supporting tax payments made by ResCap re: Intercompany claims	2.40
04/15/13	BPJ	Query of Relativity database for additional production documents related to intercompany claims	1.80
04/17/13	BPJ	Review of gross intercompany balances.	0.80



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
04/17/13	BPJ	Follow-up with regard to outstanding intercompany inquiries.	0.40
04/24/13	BPJ	Review of schedules supporting tax payments made by ResCap re: Intercompany claims	0.80
04/24/13	BPJ	Query of Relativity database for intercompany related documents in new productions.	1.40
04/29/13	ST	Review historical interco claim forgiveness for interco notes in recovery scenarios presentation.	0.40
04/29/13	BPJ	Review of schedules supporting tax payments made by ResCap re: Intercompany claims	3.20
04/29/13	BPJ	Query of Relativity database for intercompany related documents in new productions.	1.40
04/30/13	BPJ	Follow-up with regard to outstanding intercompany inquiries.	0.20
Total Hours			135.70



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-14

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Fee Recap:

Consultant	Hours	Rate	Amount
Denis O'Connor	1.00	960.00	960.00
Seth M Alter	0.30	645.00	193.50
Brian P Jenkins	78.50	645.00	50,632.50
Marc E Landy	13.40	695.00	9,313.00
Scott Tandberg	1.30	525.00	682.50
Davin Strouse	41.20	280.00	11,536.00
Total Hours & Fees	135.70		73,317.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
04/01/13	MEL	Review status of solvency analysis.	2.50
04/01/13	DS	Make revisions to solvency analysis	1.40
04/02/13	MEL	Review/revise solvency analysis	3.60
04/03/13	MEL	Meeting at MoFo with Company (Horner et al.) and FTI (Renzi, et al)	1.50
04/03/13	WW	Research in relativity for Rescap treasury reports for 2009.	3.00
04/03/13	WW	Research in relativity for Rescap treasury reports for 2010	2.20
04/03/13	WW	Research in relativity for debt tranches and debt maturity schedules for 2009.	2.80
04/03/13	MEL	Review revised solvency analysis	3.50
04/03/13	MEL	Discuss solvency analysis with D. O'Connor	0.50
04/04/13	WW	Research in relativity for unsecured debt schedules for 2009.	3.10
04/04/13	WW	Research in relativity for unsecured debt schedules for 2010.	2.80
04/04/13	WW	Research in relativity for debt tranches and debt maturity schedules for 2010.	1.70
04/04/13	MEL	Review solvency analysis	0.50
04/04/13	MEL	Revise solvency analysis.	3.20
04/05/13	SC	Searched and reviewed documents related to liquidity and funding committee meeting presentations	4.10
04/05/13	MEL	Review status of solvency analysis.	0.50
04/05/13	DS	Pulled Financial information from Morningstar for list of potential comparable companies	5.00
04/08/13	DS	Analysis of Comparables Financial Data re: solvency	2.90
04/08/13	MEL	Update solvency analysis.	3.50
04/08/13	DS	Pulled Comparables Data from Bloomberg re: Solvency Analysis	2.30
04/09/13	DS	Validate certain financial statement line items for comps with data pulled from Bloomberg	2.10
04/09/13	DS	Analysis of Comparable Companies re: Solvency Analysis	1.10
04/09/13	DS	Pulled financial statements and supporting schedules for comparables from Morningstar re: Solvency Analysis	3.40
04/09/13	MEL	Review status of solvency analysis.	2.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
04/10/13	MEL	Review potential comparable companies to be used in solvency analysis.	2.30
04/10/13	DS	Pulled selected data from Bloomberg for comps re: solvency analysis	3.10
04/10/13	DS	Analysis of mortgage industry for background related to solvency analysis	3.90
04/11/13	DS	Analysis of comps loan portfolios re: solvency	2.20
04/11/13	DS	Analysis of mortgage industry for background related to solvency analysis	2.10
04/11/13	DS	Calculation and supporting schedules of mortgage related assets and comps	2.90
04/11/13	WW	Research in relativity for bilateral facilities agreements	3.90
04/11/13	MEL	Revise solvency analysis presentation.	3.60
04/11/13	DS	Research of core business operations for comps re: solvency analysis.	1.40
04/12/13	DS	Prepare analysis of mortgage related assets for ResCap competitors	4.30
04/12/13	DS	Prepare analysis of mortgage related assets for mortgage insurers	3.80
04/13/13	DS	Prepare analysis of mortgage industry competitors	0.50
04/14/13	DS	Prepare analysis of mortgage industry competitors	5.00
04/15/13	DS	Preparation of slide decks for Solvency Analyses	0.30
04/15/13	DS	Prepare analysis of mortgage industry competitors	2.20
04/16/13	TMT	Preparation of solvency analysis	4.90
04/16/13	DS	Prepare analysis of mortgage related assets for ResCap competitors	4.10
04/17/13	DS	Review of comparables public filings for disclosure of R&W liability over time	2.20
04/17/13	DS	Prepare analysis of mortgage related assets for ResCap competitors	3.10
04/17/13	DS	Prepare analysis of mortgage related assets for Mortgage insurers	2.90
04/17/13	WW	Research in relativity for Offer of Discretionary Line of Credit	0.90



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
04/18/13	DS	Prepare analysis of mortgage related assets for ResCap competitors	2.20
04/18/13	DS	Review of comparables public filings for disclosure of R&W liability over time	3.80
04/18/13	DS	Prepare analysis of mortgage related assets for Mortgage insurers	2.10
04/21/13	TMT	Preparation of solvency analysis	2.00
04/22/13	MEL	Revise updated solvency analyses.	2.20
04/22/13	MEL	Review updated solvency analyses.	3.40
04/22/13	TMT	Analysis of debt trading prices	1.50
04/22/13	TMT	Preparation of solvency analysis	5.50
04/23/13	TMT	Preparation of solvency analysis	3.80
04/23/13	DS	Quality check and tie-out of draft solvency analysis	2.20
04/23/13	MEL	Evaluate status of solvency analyses.	1.90
04/24/13	DS	Perform review of debt discount analysis	0.50
04/24/13	DS	Quality check and tie-out of draft solvency analysis	7.50
04/24/13	DS	Analysis of ResCap treasury reports re: Long Term Debt Maturities	0.50
04/24/13	TMT	Preparation of solvency analysis	1.90
04/25/13	TMT	Preparation of solvency analysis	4.20
04/25/13	TMT	Analysis of debt trading prices re: solvency	1.40
04/25/13	MEL	Review status of solvency analyses.	1.50
04/25/13	DS	Quality check and tie-out of draft solvency analysis	3.10
04/25/13	DS	Perform analysis of solvency adjustments	3.10
04/26/13	DS	Quality check and tie-out of draft solvency analysis	4.20
04/26/13	MEL	Review/update revised solvency analyses.	4.50
04/26/13	TMT	Preparation of solvency analysis	4.50
04/26/13	TMT	Analysis of debt trading prices re: solvency	1.30
04/26/13	DS	Perform analysis of ResCap solvency adjustments	4.10
04/29/13	MEL	Conduct in-depth review of current solvency analysis.	4.20
04/29/13	DS	Review ResCap R&W disclosure over time	1.20
04/29/13	DS	Analyze potential solvency adjustments for AP solvency	3.90



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Invoice # 2048849-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
04/30/13	MEL	analysis Review current version of solvency analysis.	3.30
Total Hours			204.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Fee Recap:

Consultant	Hours	Rate	Amount
Marc E Landy	48.40	695.00	33,638.00
Todd Toaso	31.00	475.00	14,725.00
Sunny Chu	4.10	475.00	1,947.50
Wei Wei	20.40	360.00	7,344.00
Davin Strouse	100.60	280.00	28,168.00
Total Hours & Fees	204.50		85,822.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
04/01/13	MSE	Review Illustrative Expense Allocation Analysis presentation.	1.20
04/01/13	AH	Discuss wind-down workplan and activities w/ S. Tandberg	0.40
04/01/13	ST	Review potential expense allocations.	0.50
04/01/13	ST	Review updated Debtor wind-down expense allocation proposal presentation.	1.40
04/01/13	ST	Create reconciliation schedule of proposed expense allocation methodologies.	1.80
04/01/13	ST	Arrange on-site visits of Debtors MN and PA offices.	0.30
04/01/13	ST	Discuss wind-down workplan and activities w/ A. Holtz	0.40
04/02/13	ST	Draft responses to KL questions regarding proposed allocations of wind-down expenses to collateral islands.	1.50
04/02/13	ST	Create wind-down allocation presentation slides.	3.80
04/02/13	AH	Review draft presentation on latest wind-down allocation proposal	0.50
04/03/13	ST	Draft initial site visit due diligence agenda.	1.30
04/03/13	ST	Participate on call with FTI, including T. McDonough, Mofo, and Debtors to discuss ordinary course professional fee forecast.	0.60
04/03/13	ST	Discuss proposed allocation of wind-down expenses with S. Zide from KL.	0.60
04/03/13	AH	Review AlixPartners/KL presentation to UCC on wind-down expense allocation and provide comments to S. Tandberg	0.70
04/04/13	ST	Update due diligence list for on-site visits.	1.60
04/04/13	ST	Participate on call with T. McDonough from FTI regarding on site visit requests.	0.50
04/04/13	ST	Research and respond to questions from Moelis regarding wind-down plan.	0.80
04/04/13	AH	Call w/ S. Tandberg and S. Zide (KL) re: expense allocation presentation on UCC call	0.30
04/04/13	AH	Calls w/ UCC member re: cost allocation methodology	0.20
04/04/13	ST	Respond to FTI questions regarding due diligence requests.	0.80
04/04/13	ST	Meet with A. Holtz from AP to discuss agenda for on-site	0.40



Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
		wind-down due diligence visits.	
04/04/13	MSE	Review presentation of Debtors' Wind-Down Expense Allocation Proposal.	1.60
04/06/13	ST	Review CRO success fee proposal.	0.30
04/08/13	MSE	Prepare analysis of Wind Down expense budget forecasts.	2.30
04/08/13	MSE	Discuss wind-down planning with FTI (T. Meerovich).	0.60
04/08/13	MSE	Prepare summary of diligence questions responses from Wind Down team discussions.	1.60
04/08/13	ST	Participate on call with M. Eisenberg from AP to discuss agenda for on-site meetings.	0.40
04/08/13	MSE	Meet with J. Horner and FTI (T. Meerovich) to discuss Finance and Treasury group functions.	2.60
04/08/13	MSE	Prepare diligence questions regarding Finance and Treasury wind-down team.	0.60
04/08/13	MSE	Call with AP Team (S. Tandberg) to discuss Wind Down diligence requests.	0.40
04/09/13	MSE	Meeting with Estate Wind-Down team (C. Wahl) and FTI (T. McDonagh) to discuss Chief Administration Office responsibilities.	1.50
04/09/13	MSE	Meeting with Estate Wind-Down team (B. Tyson), Moelis (L. Parsons) and FTI (T. McDonagh) to discuss asset disposition team responsibilities.	3.40
04/09/13	MSE	Prepare documentation of meetings with Estate wind down teams.	1.20
04/09/13	MSE	Meeting with Estate Wind Down team (T. Hamzehpour) to discuss wind-down estate planning.	0.70
04/09/13	MSE	Meeting with Estate Wind-Down team (B. Thompson) and FTI (T. McDonagh) to discuss Estate legal team responsibilities.	1.10
04/09/13	ST	Participate in meeting with Bill Thompson and legal team at ResCap to review legal group and outstanding legal issues.	1.10
04/09/13	ST	Participate in meeting with Tammy Hamzehpour from ResCap to discuss status and issues related to the wind-down estate plan.	0.70
04/09/13	ST	Participate in meeting with Colette Wahl and administrative	1.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
		team from ResCap to discuss HR, IT, and facilities in the wind-down estate.	
04/09/13	ST	Participate in meeting with B. Tyson from ResCap, FTI, and Moelis to review the Debtors' asset disposition group.	3.50
04/10/13	ST	Review and organize notes from on-site meetings.	1.10
04/10/13	AH	Emails w/ S. Tandberg re: wind-down issues, including "Top 3"	0.20
04/10/13	MSE	Prepare presentation regarding Estate wind down plan.	4.20
04/10/13	MSE	Call with FTI (T. McDonagh) regarding follow up requests.	0.40
04/11/13	MSE	Make revisions to Estate wind down presentation.	3.20
04/11/13	MSE	Review declarations and supporting schedules related to expense allocation.	0.70
04/11/13	MSE	Follow-up meeting with AP Team (S. Tandberg) to discuss asset disposition presentation.	0.40
04/11/13	MSE	Prepare schedules related to expense allocation analysis.	1.90
04/11/13	MSE	Call with Moelis (L. Parsons) to discuss asset disposition strategies.	0.60
04/11/13	MSE	Prepare schedules related to asset disposition strategy overview.	2.30
04/11/13	ST	Meet with M. Eisenberg from AP to discuss wind-down review presentation.	0.40
04/11/13	ST	Participate on call with L. Parsons from Moelis to discuss Estate wind-down strategy.	0.60
04/12/13	ST	Participate on call with T. McDonagh from FTI to discuss status of outstanding wind-down requests.	0.60
04/12/13	MSE	Make revisions to Estate wind-down presentation.	2.30
04/12/13	MSE	Prepare schedules related to expense allocation analysis.	2.10
04/12/13	ST	Review status of wind-down projects.	0.40
04/15/13	ST	Draft wind-down slides for legal and asset disposition groups.	0.90
04/15/13	MSE	Prepare Estate wind down reporting analysis.	1.80
04/15/13	ST	Review support for ordinary course securities litigation professional fees.	0.60
04/15/13	ST	Participate on call with T. McDonagh from FTI to discuss	0.40



Residential Capital, LLC
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New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
		claims group meeting and outstanding requests.	
04/16/13	AH	Review wind-down work plan prepared by M. Eisenberg	0.20
04/16/13	AH	Discuss all wind-down work in process w/ S. Tandberg and M. Eisenberg	0.50
04/16/13	MSE	Make revisions to Estate management plan presentation.	2.10
04/16/13	MSE	Meeting with AP Team (including A. Holtz) to review open diligence items.	0.50
04/16/13	ST	Meet with A. Holtz from AP to discuss wind-down open items	0.50
04/16/13	MSE	Call with Estate (D. Horst) and FTI (T. McDonagh) regarding claims reconciliation team responsibilities.	1.10
04/16/13	MSE	Review reporting requirements re: wind-down costs.	0.40
04/16/13	ST	Prepare presentation of transitional executive responsibilities and transition risks.	1.10
04/17/13	MSE	Prepare schedules regarding wind-down estate expense budget forecasts.	2.60
04/17/13	MSE	Make revisions to Estate wind-down presentation.	3.30
04/18/13	MSE	Call with FTI (T. Meerovich) regarding wind-down expense budget.	0.60
04/18/13	MSE	Prepare schedules regarding wind-down expense budget projections.	2.10
04/18/13	MSE	Make revisions to the Estate wind-down plan presentation.	3.20
04/18/13	ST	Draft summary of top 3 transition plans.	0.40
04/18/13	ST	Participate on call with T. Meerovich from FTI to discuss updated wind-down expense forecast and allocation.	0.60
04/18/13	ST	Meet with M. Eisenberg from AP to discuss wind-down review presentation.	0.40
04/18/13	MSE	Meet with S Tandberg (AP) to discuss wind-down review presentation.	0.40
04/18/13	ST	Participate on call with T. McDonagh from FTI to discuss top 3 transition plans.	0.50
04/22/13	MSE	Analyze foreclosure file review related expenses.	0.60
04/22/13	MSE	Prepare schedules related to revised wind-down expense budgets.	2.40



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
04/23/13	MSE	Call with FTI (B. McDonald) regarding wind-down related reporting requests.	0.40
04/24/13	ST	Draft list of follow-up items and open issues related to wind-down review.	0.60
04/24/13	ST	Create reconciliation of changes in wind-down budget assumptions.	1.80
04/24/13	ST	Participate on call with Blackstone, including S. Mates, to review wind-down budget assumptions.	1.40
04/24/13	MSE	Prepare notes for wind-down budget meeting.	1.20
04/24/13	MSE	Prepare list of diligence requests to FTI for follow-up to wind-down review.	0.70
04/24/13	MSE	Review of wind-down budget materials	0.60
04/24/13	MSE	Meeting with FTI (including W. Nolan) and Blackstone (S. Mates) regarding wind-down expense budget.	3.10
04/24/13	ST	Participate in meeting with FTI, including M. Renzi, and Blackstone to review wind-down and asset recovery forecasts.	2.70
04/24/13	AH	Review wind-down diligence open items and workplan	0.40
04/24/13	AH	Meet w/ FTI and other financial professionals to review wind-down budget, including risk/opportunities	2.80
04/25/13	AH	Call w/ S. Zide (Kramer Levin) re: risks and opportunities in wind-down budget	0.40
04/25/13	MSE	Communicate details of updated wind down budget to AP team.	0.60
04/25/13	ST	Draft schedule of potential waterfall adjustments.	0.50
04/26/13	AH	Review analysis and AP report of cash available for distribution to creditors and provide feedback to S. Tandberg	0.50
04/28/13	AH	Prepare email to FTI re: risks and opportunities in wind-down budget	0.10
04/29/13	MSE	Call with Kramer Levin (including D. Mannal) regarding wind-down budget.	0.50
04/29/13	ST	Participate on call with executive comp subcommittee to discuss CRO compensation and top 3 transition.	0.80
04/29/13	DS	Prepare forecast of AlixPartners Professionals' Fees at FTI's	3.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Date	Consultant	Description of Services	Hours
		request	
04/29/13	AH	Foreclosure review call w/ B. Perlstein (Wilmerr Hale) and D. Mannal (KL) re: settlement and cost estimates	0.30
04/29/13	AH	Participate on call w/ Kramer Levin, Moelis and AIG/Quinn Emanuel re: alternative waterfall assumptions and modeling	0.90
04/29/13	AH	Participate in portion of call w/ Kramer Levin and counsel to Trustees (Dechert, Morgan Lewis) re: waterfall model and related assumptions	1.10
04/29/13	AH	Participate on call w/ Kramer Levin re: risks and opportunities in waterfall model and related assumptions	0.50
04/29/13	AH	Emails w/ M. Landy re: Debtors' estimate of professional fees for wind-down	0.10
04/29/13	MSE	Analyze risks to wind-down budget expenses schedules.	1.20
04/30/13	ST	Review wind-down expense diligence responses from the Debtors.	1.10
04/30/13	AH	Review materials sent by FTI re: wind-down costs	0.80
04/30/13	DS	Make revisions to forecast of AlixPartners Professionals' Fees as requested by FTI	4.40
04/30/13	DS	Prepare template of forecasted professionals' fees to be sent to FTI	0.50
04/30/13	DS	Incorporate Pachulski's estimates of Professionals' Fees in wind-down cost forecast as requested by FTI	0.50
04/30/13	DS	Prepare forecast of Other UCC Professionals' Fees as requested by FTI	4.70
Total Hours			132.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-16

Re: Wind Down Activity
Client/Matter # 007351.00027

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	10.90	960.00	10,464.00
Scott Tandberg	41.20	525.00	21,630.00
Michael S Eisenberg	66.30	360.00	23,868.00
Davin Strouse	13.60	280.00	3,808.00
Total Hours & Fees	132.00		59,770.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-17

Re: Billing and Retention
Client/Matter # 007351.00090

Date	Consultant	Description of Services	Hours
04/02/13	DS	Preparation of February Cover Letter	0.30
04/02/13	DS	Preparation of UCC Fees and Expenses Template	0.90
04/02/13	AH	Follow-up emails w/ Kramer Levin and risk management re: updated connections disclosures	0.20
04/09/13	AH	Emails w/ Kramer Levin and risk management re: updated connections disclosures	0.20
04/11/13	MEL	Attend portion of fee hearing.	1.00
Total Hours			2.60



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-17

Re: Billing and Retention
Client/Matter # 007351.00090

Fee Recap:

Consultant	Hours	Rate	Amount
Alan Holtz	0.40	960.00	384.00
Marc E Landy	1.00	695.00	695.00
Davin Strouse	1.20	280.00	336.00
Total Hours & Fees	2.60		1,415.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Date	Consultant	Description of Services	Hours
04/08/13	MSE	Travel from New York to Minneapolis, MN to meet with Debtors' Estate team and FTI at Bloomington office.	4.90
04/08/13	MSE	Travel from Minneapolis, MN to Fort Washington, PA for next day meetings with Estate Wind Down team.	4.20
04/08/13	ST	Travel from MSP to Fort Washington, PA to meet with ResCap staff at Fort Washington office.	4.00
04/08/13	ST	Travel from DEN to MSP for meetings with ResCap staff at Bloomington office.	3.00
04/09/13	ST	Travel from Fort Washington, PA to New York for meetings with UCC and advisors.	3.50
04/09/13	MSE	Traveling from Fort Washington, PA to New York to return from meetings with Estate.	3.60
Total Hours			23.20



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-18

Re: Non Working Travel (Billed at 50%)
Client/Matter # 007351.00091

Fee Recap:

Consultant	Hours	Rate	Amount
Scott Tandberg	10.50	525.00	5,512.50
Michael S Eisenberg	12.70	360.00	4,572.00
Total Hours & Fees	23.20		10,084.50



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2048849-19

Re: Expenses
Client/Matter # 007351.00093

Date	Disbursement Description	Amount
03/05/13	Conference Calls - - VENDOR: InterCall Brian Jenkins	3.69
03/05/13	Meals & Tips Brian Jenkins overtime meal- Dinner	13.49
03/19/13	After 8pm Cab Fare/Ground Transportation - - VENDOR: Sunny's Worldwide Chauffeured Transportation Alan Holtz - Manhattan, NY to West Orange, NJ	117.74
03/21/13	Conference Calls - - VENDOR: InterCall Scott Tandberg	3.87
04/01/13	Coach Airfare to Minneapolis, MN for onsite visit-Scott Tandberg 2013-04-08 DEN - MSP	777.04
04/01/13	Coach Airfare to Minneapolis, MN for onsite visit-Scott Tandberg 2013-04-08 DEN - MSP	1,225.56
04/01/13	Airfare Service Charge for onsite visit- Michael Eisenberg	10.00
04/01/13	Airfare Service Charge for onsite visit-Scott Tandberg	10.00
04/02/13	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation Delivery to Justin Marsh	13.11
04/04/13	Train to Fort Washington, PA from New York for onsite visit- Michael Eisenberg	97.00
04/04/13	Train to Fort Washington, PA from New York for onsite visit- Scott Tandberg	97.00
04/06/13	Cab Fare/Ground Transportation Michael Eisenberg Home to Airport	51.90
04/08/13	Cab Fare/Ground Transportation Michael Eisenberg Airport to Client Office	42.20
04/08/13	Cab Fare/Ground Transportation Michael Eisenberg Client Office to Airport	33.50
04/08/13	Lodging Michael Eisenberg Marriott Hotels - Conshohocken 04/08/2013 - 04/09/2013	279.72
04/08/13	Lodging Scott Tandberg Marriott Hotels - Conshohocken 04/08/2013 - 04/09/2013	279.72
04/08/13	Meals & Tips Scott Tandberg - Breakfast	15.16
04/08/13	Meals & Tips Scott Tandberg - Dinner	20.00
04/08/13	Meals & Tips Michael Eisenberg - Dinner	20.00
04/09/13	Cab Fare/Ground Transportation Michael Eisenberg Penn Station to Home	16.80
04/09/13	Lodging Scott Tandberg Marriott Hotels - New York 04/09/2013 - 04/11/2013	991.54



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Date	Disbursement Description	Amount
04/09/13	Meals & Tips Scott Tandberg - Breakfast	10.76
04/09/13	Meals & Tips Michael Eisenberg - Dinner	11.64
04/09/13	Meals & Tips Michael Eisenberg - Dinner	8.09
04/09/13	Meals & Tips Michael Eisenberg - Breakfast	20.00
04/09/13	Parking & Tolls Scott Tandberg	18.22
04/09/13	Rental Car Scott Tandberg 1 Day Philadelphia PA	59.90
04/11/13	Conference Calls - - VENDOR: InterCall Scott Tandberg	2.50
04/14/13	After 8pm Cab Fare/Ground Transportation Denis O'Connor	7.00
04/14/13	After 8pm Cab Fare/Ground Transportation Denis O'Connor	8.00
04/16/13	Conference Calls - - VENDOR: InterCall Scott Tandberg	18.76
04/29/13	Conference Calls - - VENDOR: InterCall Alan Holtz	0.03
04/29/13	Conference Calls - - VENDOR: InterCall Alan Holtz	4.62
Total Disbursements		4,288.56



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Disbursement Recap:

Description	Amount
Coach Airfare	2,002.60
Airfare Service Charge	20.00
Cab Fare/Ground Transportation	277.14
Conference Calls	33.47
Lodging	1,550.98
Meals & Tips	119.14
Parking & Tolls	18.22
Postage/Messenger/Courier	13.11
Rental Car	59.90
Train	194.00
Total Disbursements	4,288.56